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

FORM 10-KT

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

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

For the transition period from April 1, 2025 to December 31, 2025

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:

Common Stock	**IGC**	**NYSE American LLC**
(Title of each class)	(Trading Symbol)	(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☑ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☑ No

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 ☑
Emerging growth company ☐

Accelerated filer ☐
Smaller reporting 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 has filed a report on and attestation to its management assessment of the effectiveness of its Internal Control Over Financial Reporting under section 404 (b) of the Sarbanes-Oxley by the registered public accounting firm that prepared or issued its annual report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

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

The aggregate market value of the voting and non-voting stock held by non-affiliates of the Registrant, as of June 30, 2025, the last business day of the Registrant's most recently completed second fiscal quarter, was approximately $18,462,163. Solely for the purposes of this disclosure, shares of common stock held by executive officers and directors of the Registrant as of such date have been excluded because such persons may be deemed to be affiliates. This determination of executive officers and directors as affiliates is not necessarily a conclusive determination for any other purposes.

98,796,089 shares of our common stock were outstanding as of March 11, 2026.

DOCUMENTS INCORPORATED BY REFERENCE

None

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FORWARD-LOOKING STATEMENTS AND IMPORTANT FACTORS

This Transition Report on Form 10-KT and the documents incorporated in this report by reference contain "forward-looking statements" within the meaning of federal securities laws. Additionally, we or our representatives may, from time to time, make other written or verbal forward-looking statements. In this report and the documents incorporated by reference, we 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," "could," "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. We caution you not to place undue reliance on forward-looking statements, which are based upon assumptions, expectations, plans, and projections. In addition, our goals and objectives are aspirational and are not guarantees or promises that such goals and objectives will be met. Forward-looking statements are subject to risks and uncertainties, including those identified in the "Risk Factors" included in this report and in the documents incorporated by reference that 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 law, we assume no 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.

Forward-looking statements are based upon, among other things, our assumptions with respect to:

- the sufficiency of our existing cash and cash equivalents and marketable securities to fund our future operating and capital expenses;
- our ability to successfully implement and deploy our artificial intelligence initiatives;
- our disposal of non-core Company assets;
- our ability to successfully register trademarks and patents, create and market new products and services, and achieve customer acceptance in the industries we serve;
- current and future economic and political conditions, including in North America, Colombia, Europe, and India;
- our ability to accurately predict the future demand for our products and services;
- our ability to successfully market our products in countries and states where our products are legal;
- our ability to maintain a stock listing on a national securities exchange;
- our ability to obtain and maintain regulatory approval of our existing product candidates and any other product candidates we may develop, and the labelling under any approval we may obtain;
- our ability to timely complete regulatory filings;
- our ability to obtain the U.S. Food and Drug Administration ("FDA") approval for an Investigational New Drug Application ("INDA") and to successfully run medical trials, including CALMA, a Phase 2 trial for IGC-AD1;

- our reliance on third parties to conduct clinical trials and for the manufacture of IGC-AD1 for clinical and non-clinical studies and clinical trials;
- our financial performance;
- the outcome of medical trials that are conducted on our Investigational Drug Candidates and products;
- our ability to fund the costs of clinical trials and other related expenses;
- our ability to maintain our intellectual property position and our ability to maintain and protect our intellectual property rights;
- competition and general acceptance of alternative, pharmaceutical, and nutraceutical therapies;
- our ability to effectively compete and our dependence on market acceptance of our brands and products within and outside the United States;
- federal and state legislation and administrative policy regulating our formulations;
- our ability (based in part on regulatory concerns) to license our products to processors that can produce pharmaceutical-grade formulations;
- our ability to obtain and protect patents for the use of our formulations;
- our ability to obtain and install equipment for processing and manufacturing our products;
- our ability to successfully navigate disruptions of information technology systems or data security breaches that could adversely affect our business; and
- our ability to successfully implement our strategy.

You should consider the limitations on, and risks associated with, forward-looking statements and not unduly rely on the accuracy of predictions contained in such forward-looking statements. As noted above, these forward-looking statements speak only as of the date when they are made. Moreover, in the future, we may make forward-looking statements through our senior management that involve the risk factors and other matters described in this report, as well as other risk factors subsequently identified, including, among others, those identified in our filings with the SEC in our quarterly reports on Form 10-Q and our current reports on Form 8-K.

This document contains statements and claims that are not approved by the FDA, including statements on hemp and hemp extracts, including cannabinoids. These statements and claims are intended to be in compliance with federal and state laws.

PART I

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.

ITEM 1. BUSINESS

Overview

IGC Pharma, Inc. is a clinical-stage biotechnology company focused on the development of novel therapeutic candidates for neuropsychiatric and neurodegenerative disorders, with a primary emphasis on Alzheimer's disease. Our core strategy is to address high-burden symptoms and underlying disease mechanisms through differentiated pharmaceutical formulations, supported by targeted clinical development and data-driven research approaches.

Our lead product candidate, **IGC-AD1**, is currently being evaluated in a Phase 2 clinical trial for the treatment of agitation in Alzheimer's dementia, a neuropsychiatric condition affecting a substantial proportion of patients and associated with significant patient distress, caregiver burden, and healthcare utilization. In addition to symptom management, preclinical studies of IGC-AD1 suggest activity against biological pathways associated with Alzheimer's disease pathology, supporting its potential evaluation in broader disease-modifying contexts.

Beyond IGC-AD1, our development pipeline includes additional early-stage therapeutic candidates targeting Alzheimer's disease mechanisms, including **TGR-63** and other investigational compounds currently in preclinical evaluation. These programs are intended to expand our long-term development portfolio while maintaining a disciplined focus on clinical execution and capital efficiency.

The Company is also developing **MINT-AD**, a proprietary, artificial intelligence, enabled data platform designed to support risk stratification and longitudinal assessment in Alzheimer's disease using multimodal datasets. MINT-AD is intended as a clinical and research decision-support tool and is not currently approved as a diagnostic device.

We operate as a clinical-stage organization and do not currently generate revenue from pharmaceutical product sales. Our limited revenue to date has primarily been derived from life sciences related activities outside of our core drug development programs. Our operations are funded through equity financings, debt facilities, and strategic capital allocation, and we expect to continue to incur operating losses as we advance our clinical and research programs.

IGC is a Maryland corporation formed in 2005. Our corporate headquarters is located in Potomac, Maryland, with a fiscal year ending on December 31, and our common stock is listed on the NYSE American under the symbol "IGC." Please refer to Note 1, "Nature of Operations" and Item 8 of this Transition Report on Form 10-KT, for further information on business segments.

Change of Fiscal Year

In December 2025, our Board of Directors (the "Board") approved a change in the fiscal year end of the Company from March 31 to December 31. As a result of this change, we are filing this Transition Report on Form 10-KT for the nine-month transition period ended December 31, 2025. The change in fiscal year ends on a prospective basis and does not adjust operating results for prior periods. References to our previous fiscal years mean the fiscal years ending on March 31. The Company's fiscal year 2026 commenced on January 1, 2026. References herein to "Transition Period" refer to the nine-month period ended December 31, 2025.

Lead Product Candidate – IGC-AD1

IGC-AD1 is the Company's lead investigational pharmaceutical product candidate and is currently being evaluated in a Phase 2 clinical trial for the treatment of agitation in patients with Alzheimer's dementia. Agitation is a common and burdensome neuropsychiatric symptom of Alzheimer's disease, characterized by behavioral disturbances such as restlessness, irritability, verbal aggression, and physical aggression, and is associated with accelerated disease progression, increased institutionalization, and significant caregiver burden.

The Company is primarily focused on advancing IGC-AD1 through clinical development for agitation in Alzheimer's dementia. In parallel, based on preclinical findings, the Company is evaluating the potential of IGC-AD1 to impact biological pathways associated with Alzheimer's disease pathology, which may support future development beyond symptom management.

Mechanism of Action and Therapeutic Rationale

IGC-AD1 is designed to modulate neural signaling pathways implicated in neuropsychiatric symptoms associated with Alzheimer's disease, including dysregulation of neurotransmission and neuroinflammatory processes. Preclinical studies have demonstrated that the active pharmaceutical ingredient ("API") in IGC-AD1 interacts with multiple targets relevant to agitation and sleep disturbances, as well as molecular pathways associated with amyloid and tau pathology.

In addition to its neuropsychiatric effects, preclinical models have shown that IGC-AD1 exhibits activity against beta-amyloid aggregation, tau phosphorylation, and mitochondrial dysfunction, suggesting potential disease-modifying properties. These findings support the Company's ongoing evaluation of IGC-AD1 beyond symptomatic treatment, although no conclusions can be drawn at this stage regarding disease modification in humans.

Clinical Development Program

Phase 1 Clinical Trial

The Company completed a Phase 1 clinical trial evaluating the safety, tolerability, and pharmacokinetics of IGC-AD1 in human subjects. The Phase 1 study demonstrated that IGC-AD1 was generally well tolerated across evaluated dose levels, with no treatment-related serious adverse events reported. These results supported continued advancement of clinical evaluation.

CALMA Trial – Agitation in Alzheimer's Dementia

The Company's ongoing Phase 2 clinical trial, referred to as **CALMA** ("Calming Agitation in Alzheimer's"), is a multi-site, randomized, double-blind, placebo-controlled study designed to evaluate the safety and efficacy of IGC-AD1 in reducing agitation in patients with Alzheimer's dementia.

CALMA is being conducted at multiple clinical sites in the United States and Canada. As of the date of this report, approximately two-thirds of the targeted enrollment have been completed. The study includes a twice daily ("BID") dosing regime and evaluates agitation using validated clinical assessment tools, including Cohen's Mansfield Agitation Inventory ("CMAI").

Interim Clinical Observations

Previously disclosed interim analyses on the first 26 patients (n=26) from the CALMA trial indicated that patients receiving IGC-AD1 experienced reductions in agitation compared to placebo, with clinical improvements observed as early as two weeks of treatment and sustained through later assessment periods. Additional interim observations indicated improvements in sleep-related disturbances, an exploratory endpoint, suggesting broader neuropsychiatric effects.

These interim findings are preliminary and subject to further analysis upon completion of the trial. Final conclusions regarding safety and efficacy will depend on full dataset evaluation.

Safety and Toxicology

During the period ended December 31, 2025, the Company completed a genetic toxicology study evaluating the mutagenic potential of the API used in IGC-AD1. The results of this study did not identify genotoxic risk under the tested conditions. These findings support the continued clinical development of IGC-AD1 and are consistent with prior nonclinical safety observations.

Regulatory Status

IGC-AD1 is an investigational drug candidate and has not been approved for commercial use by the U.S. Food and Drug Administration ("FDA") or any other regulatory authority. The Company continues to engage with regulatory agencies as appropriate in connection with its clinical development program. Any future regulatory designations or approvals are subject to regulatory review and cannot be assured.

Clinical Development Strategy

The Company's clinical development strategy is focused on advancing IGC-AD1 through controlled clinical evaluation for the treatment of agitation in patients with Alzheimer's dementia. Agitation represents a significant unmet medical need with limited approved therapeutic options and is associated with substantial clinical, caregiver, and healthcare system burden.

The Company has prioritized agitation as an initial indication based on (i) the high prevalence of agitation in Alzheimer's patients, (ii) the feasibility of measuring clinically meaningful outcomes using validated assessment tools, and (iii) the potential for earlier demonstration of therapeutic benefit compared to cognitive endpoints. While preclinical findings suggest broader biological activity relevant to Alzheimer's disease pathology, the Company's near-term clinical focus remains on symptom management.

CALMA Trial Design

The CALMA trial is a multi-site, randomized, double-blind, placebo-controlled Phase 2 study designed to evaluate the safety and efficacy of IGC-AD1 in patients with agitation associated with Alzheimer's dementia.

Key elements of the trial design include:

- Enrollment of patients diagnosed with Alzheimer's dementia who exhibit clinically significant agitation.
- A BID dosing regimen of IGC-AD1 and a placebo.
- Use of validated neuropsychiatric assessment tools, including the CMAI, to measure agitation and the Neuropsychiatric Inventory (NPI) and other neuropsychiatric scales to measure related behavioural symptoms and use of a host of biomarkers to determine other functions.
- Evaluation of the primary endpoint over a six-week treatment period.
- Evaluation of the secondary endpoint over a two-week treatment period.
- A total of 146 ("n=146") patients completing the trial.

The trial is being conducted across multiple clinical sites in the United States and Canada. During the nine-month period ended December 31, 2025, the Company expanded its clinical site network to support enrollment and data collection. As of the date of this report, approximately two-thirds of the planned patient enrolment have been completed.

Clinical Endpoints and Assessments

The primary endpoint of the CALMA trial is the change from baseline in agitation as measured by validated components of the CMAI. Exploratory endpoints include additional neuropsychiatric domains and caregiver distress measures as well as blood-based biomarkers.

Sleep disturbance is a common comorbidity in Alzheimer's dementia and was included as an exploratory endpoint to assess potential broader neuropsychiatric effects of IGC-AD1. Interim observations indicate improvements in sleep-related measures as measured by the Neuropsychiatric inventory ("NPI") sleep sub-domain; however, these findings are based on interim data and exploratory in nature and will require confirmation upon completion of the full trial dataset.

Interim Analyses and Data Integrity

The Company has conducted pre-specified interim analyses on agitation in accordance with the trial protocol. These analyses were intended to assess safety, tolerability, and preliminary signals of efficacy and were not designed to support definitive conclusions.

Final analysis of the CALMA trial will be conducted following completion of patient enrolment, treatment, and data lock. All statistical analyses will be performed in accordance with the pre-specified statistical analysis plan.

Regulatory Framework

IGC-AD1 is regulated as an investigational pharmaceutical product under applicable FDA and international regulatory requirements. The clinical development, manufacturing, and testing of IGC-AD1 are subject to extensive regulation governing investigational new drugs, including requirements related to safety reporting, clinical trial conduct, manufacturing controls, and data integrity.

The Company is conducting CALMA under an active Investigational New Drug ("IND") application and is subject to ongoing regulatory oversight in U.S., Canada and other countries where CALMA may be conducted.

Nonclinical Safety and Toxicology

In support of its clinical development program, the Company continues to conduct and has conducted nonclinical safety studies, including genetic toxicology testing. During the nine-month transition period ended December 31, 2025, the Company completed a genetic toxicology study evaluating the mutagenic potential of the API used in IGC-AD1. The study did not identify genotoxic risk under the tested conditions.

These nonclinical data support continued clinical evaluation of IGC-AD1; however, additional toxicology studies, such as an ongoing 90-day rodent study, among others, may be required to support longer-term dosing, expanded indications, or later-stage larger clinical trials.

Regulatory Interactions and Future Development

The Company expects to continue engaging with regulatory authorities as its clinical development program progresses. Any future regulatory submissions, including potential requests for expedited development pathways or expanded indications, are subject to regulatory review and approval and cannot be assured.

The timing, scope, and outcome of future regulatory interactions will depend on clinical trial results, safety data, manufacturing readiness, and regulatory guidance. The Company may adjust its development strategy based on emerging data and regulatory feedback.

Commercialization Considerations

IGC-AD1 has not been approved for commercial sale in any jurisdiction. If approved, commercialization would require additional regulatory approvals, manufacturing scale-up, distribution arrangements, and post-marketing surveillance. The Company has not yet established commercial manufacturing or sales infrastructure for IGC-AD1 and may pursue partnerships or other strategic arrangements to support commercialization.

Existing Treatments for Agitation in Alzheimer's Dementia

In May 2023, the FDA approved the first medication for the treatment of Agitation associated with Alzheimer's disease Brexpiprazole, an atypical antipsychotic, with a boxed warning. This approval followed a significantly larger 12-week Phase 3 trial, which showed a CMAI LS mean difference from baseline at week 12, between active treatment and placebo of -5.32 with a Cohen's d effect size of 0.35, and a p-value of 0.003 (Lee et al., 2023).

MINT-AD – Artificial Intelligence Platform

Overview

The Company is developing a proprietary Multimodal Interpretable Transformer for Alzheimer's Disease ("MINT-AD"). MINT-AD is an artificial intelligence ("AI") platform designed to enhance the detection and management of Alzheimer's disease ("AD") by providing clinicians with scalable, interpretable, and predictive diagnostic support. The platform is engineered to transition AD diagnostics from specialized, high-cost environments—such as neurology clinics utilizing Positron Emission Tomography ("PET") scans—to primary care settings, rural areas, and underserved populations.

The Market Opportunity and Diagnostic Gap

According to the World Alzheimer Report, an estimated 400 million individuals globally may carry AD-related pathology prior to the onset of clinical symptoms. Currently, a significant "diagnostic gap" exists due to a lack of accessible early-detection tools for primary care physicians. This gap leads to delayed diagnoses, reduced eligibility for clinical trials, and sub-optimal patient outcomes. MINT-AD is intended to bridge this gap by offering a cost-effective, non-invasive alternative for early cognitive risk assessment.

Proprietary Technology and Architecture

MINT-AD leverages a "Transformer" architecture—a state-of-the-art deep learning model—to harmonize and analyze diverse, multimodal datasets. The platform processes a wide array of data sources to produce clinically actionable insights, including:

- **Neuroimaging and Biomarkers:** High-resolution brain scans and genetic risk factors;
- **Lifestyle and Environmental Data:** Social determinants of health and longitudinal patient history; and
- **Cognitive Metrics:** Quantitative performance data and clinical observations.

Competitive Advantage: Explainable AI ("XAI") and Regulatory Alignment

A core component of MINT-AD is its "interpretability." Unlike "black box" AI models that provide outputs without clinical context, MINT-AD utilizes "attention mechanisms" to identify and highlight the specific data points—such as regional brain atrophy or genetic markers—that drive its risk assessments.

Management believes this interpretability provides a significant competitive advantage in two key areas:

- **Regulatory Pathway:** The platform is being developed to align with current regulatory standards, including the 2026 U.S. Food and Drug Administration ("FDA") guidance on Clinical Decision Support ("CDS") software, which emphasizes transparency and the ability of a clinician to independently review the basis for an AI-generated recommendation.

- **Clinical Adoption:** By providing an "audit trail" for its findings, MINT-AD is designed to foster physician trust, reduce clinical liability, and encourage integration into standard hospital and general practice workflows.

Use of MINT-AD

The Company is positioning MINT-AD as a practical, AI-driven assistant for healthcare providers. The platform is designed to support the clinical workflow through three primary objectives:

1. **Step 1: Risk Stratification –** Utilizing AI to analyze multimodal data and identify individuals at high risk of Alzheimer's disease. This enables physicians to prioritize screening for at-risk patients within their practice, particularly in settings where access to specialists and expensive neuroimaging is limited.

2. **Step 2: Predictive Modeling –** Forecasting cognitive decline trajectories two to five years in advance. By identifying potential decline before clinical symptoms manifest, MINT-AD provides a window for early intervention, preventative care strategies, and timely enrollment in clinical trials.

3. **Step 3: Structured Plan Support –** Assisting the clinician in creating a structured intervention plan for the individual. This step moves beyond diagnosis by leveraging the platform's interpretable insights to help physicians tailor personalized care plans, monitor disease progression, and manage long-term patient outcomes.

Agentic Harmonization Assistant ("AHA")

In support of MINT-AD and the Company's broader AI research and development efforts, IGC Pharma has and is developing **AHA**, an agentic analytics and data harmonization architecture designed to support large-scale Alzheimer's disease research.

AHA is intended to function as a research-layer framework that enables the ingestion, normalization, and analysis of heterogeneous datasets across clinical, imaging, genetic, and behavioral domains. The agentic system will support internal workflows related to dataset harmonization, exploratory analysis, model training, and hypothesis generation. AHA is not intended for clinical use. Instead, it is intended to serve as a research infrastructure that enhances the Company's ability to develop, validate, and refine AI-driven tools such as MINT-AD and to support data-driven decision-making across the Company's therapeutic programs.

In 2025, AHA was selected as a semi-finalist in the Alzheimer's Disease Data Initiative ("ADDI") USD $1 million Prize competition, a global initiative recognizing innovative approaches to advancing Alzheimer's disease research and care. The recognition reflects external validation of the technical approach underlying the Company's analytics and data harmonization capabilities.

Other Product Candidates

In addition to IGC-AD1, the Company maintains a portfolio of earlier-stage therapeutic programs targeting neurodegenerative and neurological disorders. These programs are in preclinical or discovery stages and are subject to significant development risk.

TGR-63

TGR-63 is a preclinical compound under investigation for its potential effects on amyloid plaque formation, a hallmark of Alzheimer's disease pathology. Preclinical studies have demonstrated reductions in amyloid burden in laboratory models. The Company continues to evaluate TGR-63 to determine its suitability for further development, including potential in vivo studies. TGR-63 has not entered clinical testing, and there can be no assurance that it will advance to human trials.

IGC-M3

IGC-M3 is an investigational small-molecule compound designed as a multifunctional modulator targeting multiple biological processes associated with Alzheimer's disease. In vitro studies, IGC-M3 has demonstrated activity related to β-amyloid aggregation, oxidative stress, mitochondrial function, and neuroinflammatory signaling. IGC-M3 remains in early preclinical development. The Company plans to conduct additional in vivo studies to further evaluate safety, pharmacology, and potential efficacy before determining whether to advance the compound toward clinical development, although there can be no assurance thereof.

Intellectual Property

IGC Pharma's intellectual property ("IP") strategy is focused on building and maintaining a diversified portfolio of issued patents and pending applications that protect its therapeutic candidates, formulations, methods of use, and supporting technologies.

Patent Portfolio

As of the date of this report, the Company's intellectual property portfolio includes 14 granted patents and 31 pending patent applications worldwide, as summarized in Table 1, covering multiple aspects of its drug development programs, including:

- Composition and formulation claims
- Methods of treatment for neuropsychiatric and neurodegenerative conditions
- Synthetic and small-molecule candidates
- Select data-driven and computational approaches supporting drug discovery and development

The Company actively evaluates opportunities to expand and strengthen its IP estate through new filings as its programs progress and additional data are generated.

IGC-AD1 Intellectual Property

The Company's lead candidate, IGC-AD1, is supported by a portfolio of 4 granted patents and twelve (12) patent applications directed to its formulation, dosing approaches, and therapeutic use in Alzheimer's disease related neuropsychiatric symptoms. These protections are intended to provide commercial exclusivity and support future partnering or licensing discussions, subject to regulatory approval.

Other Product Candidates and Platforms

IGC Pharma's IP strategy also extends to earlier-stage programs, including preclinical therapeutic candidates and internal data-driven platforms. While some of these assets remain in exploratory or development stages, the Company seeks to protect novel discoveries where appropriate and economically justified. The Company is also always exploring the possibility of forming alliances with other institutions to develop innovations aligned with IGC Pharma's core business. This includes obtaining license agreements that could benefit the company's projects.

IP Risk Considerations

The Company's ability to maintain and enforce its intellectual property depends on timely filings, prosecution outcomes, third-party challenges, and compliance with jurisdiction-specific patent laws. While IGC Pharma believes its intellectual property provides meaningful protection for its development programs, there can be no assurance that issued patents will not be challenged, invalidated, or circumvented, or that pending applications will result in issued patents, or that competitors will not develop alternative approaches.

Table 1 below provides the status of our patent filings:

Table 1: Patent Filings & Status

TARGET	DESCRIPTION	PATENT PENDING	GRANTED PATENTS	
			US	FOREIGN
Alzheimer's Disease (IGC-AD1)	Method & Composition for Treating CNS Disorders	11	1	1
Alzheimer's Disease (IGC-AD1)	Method & Composition for Treating CNS Disorders	1	2	-
Alzheimer's Disease (TGR-63)	Naphthalene Monoimide Derivatives with the ability to impact Aβ protein build-up	6	-	-
Alzheimer's Disease (IGC-1C)	Naphthalene Monoimide Derivatives with the ability to impact Tau aggregation and neurofibrillary tangle formation	5	-	-
Alzheimer's Disease (IGC-M3)	Naphthalene Monoimide Derivatives with the ability to impact Aβ plaque buildup and neurofibrillary tangle formation	4	-	-
Cancer (Naphthalene Diimdes)	Naphthalene Diimide Derivatives with the ability to self-assemble molecular interactions for biological and nonbiological systems	-	1	1
Alzheimer's Disease (IGC-LMP)	Composition, Synthesis, & Medical use of Hybrid Cannabinoid	1	-	-
Epilepsy	Composition & Method for Treating Seizures in humans & cats/dogs	-	2	-
Eating Disorders	Cannabis formulation with Cyproheptadine for treating Cachexia & Eating Disorders	-	1	-
Stuttering & Tourette Syndrome	Cannabinoid-Based formulation for Treating Stuttering & Symptoms of Tourette Syndrome	-	1	-
Pain	Cannabinoid-Based Formulation combined with Cobalamin and a Method for Pain Management	1	2	2
Agentic Harmonization Assistant (AHA)	Multi-agent system for end-to-end heterogeneous data set harmonization	1	-	-
Sleep disturbance & sleep–wake cycle disruption in Alzheimer's disease	Methods and compositions for treating using non-inebriating low-dose cannabinoid –melatonin therapy	1	-	-
TOTAL		**31**	**10**	**4**

Patent Protection and Term

Under the Drug Price Competition and Patent Term Restoration Act of 1984 (the "Hatch-Waxman Act"), certain patents covering approved pharmaceutical products may be eligible for patent term extension to compensate for regulatory review periods. If applicable, a patent term extension may be granted for up to five years, subject to statutory limitations, including a maximum remaining patent term of 14 years from the date of FDA approval.

While the Company may seek patent term extensions for eligible patents in the future, there can be no assurance that any such extensions will be granted, that the length of any extension will be sufficient to provide meaningful additional exclusivity, or that regulatory approval of any product candidate will occur.

Core Business Competencies and Competitive Advantages

We believe our core competencies and competitive advantages include:

- **Integrated drug development expertise**, supported by a multidisciplinary team of physicians, Ph.D.-level scientists, and experienced regulatory, clinical, and intellectual property professionals with expertise spanning drug discovery, formulation, clinical development, FDA regulatory pathways, and patent strategy;

- **Deep experience in cannabinoid-based pharmacology**, including the characterization of phytocannabinoid profiles, formulation science, and dose-controlled therapeutic applications under pharmaceutical development standards;

- **Expertise in combination therapies and neuropsychiatric research**, particularly as applied to cannabinoids, and their applications in Alzheimer's disease and related neurological and neurobehavioral conditions;

- **An expanding intellectual property portfolio**, consisting of multiple issued patents and pending applications covering compositions, methods of use, formulations, and AI-enabled technologies and its use in Alzheimer's designed to support both near-term clinical development and long-term platform value;
- **Operational capabilities with internal cost-effective clinical execution and data management**, including internal clinical trial infrastructure, electronic data capture systems, and trial oversight, designed to enhance efficiency, data quality, and cost control; and

- **Experience, albeit limited in scope, in advancing assets through early clinical development**, including the successful completion of a Phase 1 clinical trial and the ongoing CALMA trial of IGC-AD1, subject to regulatory approval.

We believe these capabilities position us to efficiently advance our clinical programs, expand our pipeline, and pursue potential strategic collaborations. However, there can be no assurance that our competencies will result in regulatory approval, commercial success, or competitive advantage.

Regulatory Strategy and Environment

IGC Pharma's regulatory strategy is designed to advance its clinical and preclinical programs in a disciplined, risk-managed manner consistent with U.S. FDA requirements for central nervous system ("CNS") therapeutics.

Clinical Development and Regulatory Oversight

The Company's lead clinical candidate, IGC-AD1, is being evaluated under an active Investigational New Drug ("IND") application with the FDA. The ongoing CALMA clinical trial is designed to assess the safety and efficacy of IGC-AD1 for the treatment of agitation associated with Alzheimer's disease. The trial is being conducted in accordance with Good Clinical Practice ("GCP") guidelines and applicable regulatory requirements. IGC Pharma works closely with clinical investigators, contract research organizations ("CROs"), and regulatory consultants to ensure protocol adherence, data integrity, and patient safety. As of the date of this report, approximately two thirds of the target enrollment for the CALMA trial have been completed.

Regulatory Pathway and Future Interactions

The Company's regulatory strategy emphasizes early and ongoing engagement with the FDA to align clinical trial design, endpoints, and safety requirements with regulatory expectations. While IGC Pharma has evaluated potential opportunities for expedited regulatory pathways, including Fast Track designation, no determinations have yet been made by the FDA, and there can be no assurance that any such designation will be granted. In parallel, the Company continues to advance required nonclinical studies, including genetic toxicology and long-term safety evaluations, to support potential future clinical development and regulatory submissions.

Global Considerations

Although current clinical activities are focused primarily in the United States and Canada, IGC Pharma monitors evolving international regulatory frameworks and has evaluated additional jurisdictions, such as Colombia, South America. We have received permission from the Colombian regulator to conduct the trial in Colombia.

Evolving hemp regulations

Controlled Substances and Hemp Regulatory Considerations

IGC-AD1 is currently manufactured using hemp-derived materials that comply with applicable federal requirements, including those established under the Agriculture Improvement Act of 2018 (the "2018 Farm Bill"). The investigational product contains tetrahydrocannabinol ("THC") at concentrations consistent with federally permissible thresholds applicable to hemp-derived materials.

The Company previously sourced hemp under state-issued licenses and has evaluated multiple sourcing and manufacturing approaches. Manufacturing pharmaceutical-grade formulations from hemp-derived inputs can be operationally inefficient and subject to evolving regulatory interpretation, particularly as federal and state authorities continue to refine oversight of hemp-derived products.

Recent regulatory developments, including updated federal and state hemp rules and ongoing federal review of cannabis scheduling under the Controlled Substances Act, may affect the regulatory landscape applicable to cannabinoid-based pharmaceutical development. Certain regulatory frameworks may distinguish between consumer hemp products and pharmaceutical products developed under an FDA IND application; however, no assurance can be given regarding the interpretation, implementation, or impact of any such distinctions.

IGC Pharma does not rely on any anticipated regulatory changes in the development of IGC-AD1 and continues to operate its programs in compliance with existing FDA, DEA, and other applicable regulatory requirements.

Contract Research Organization ("CRO") Strategy and Clinical Trial Infrastructure

IGC Pharma conducts its clinical development activities through a combination of internal clinical operations and selective use of third-party service providers. As part of this approach, the Company has developed internal data management and clinical operations capabilities to support its ongoing and planned clinical trials, including its CALMA trial for IGC-AD1.

The Company utilizes a proprietary electronic data capture ("EDC") system designed to securely collect, store, and manage clinical trial data in compliance with applicable regulatory requirements and industry standards. The EDC system supports the organization of source documentation and trial data, including patient medical histories, concomitant medications, laboratory results, neuropsychiatric scale assessments, adverse events, safety monitoring data, and demographic information. The system also enables internal data review, reporting, and analysis to support clinical trial oversight and regulatory submissions.

Clinical trials are often associated with significant costs, particularly those related to outsourcing clinical operations to full-service contract research organizations ("CROs"). To improve operational efficiency and cost control, IGC Pharma has elected to internalize certain clinical operations and data management functions while continuing to engage external CROs, vendors, and clinical sites as appropriate. The Company believes this hybrid approach may provide greater flexibility, operational visibility, and cost discipline compared to a fully outsourced model; however, there can be no assurance that such efficiencies will be realized.

IGC Pharma's clinical development activities remain subject to applicable regulatory requirements, and the Company continues to evaluate its operational structure as its development programs progress.

Products and Services – Life Sciences Segment

Our Life Sciences segment is primarily focused on the research and development of pharmaceutical candidates for neurological and neuropsychiatric conditions, including Alzheimer's disease. Drug development involves substantial risk, including the requirement for extensive preclinical studies, multi-year clinical trials, significant capital investment, and regulatory approval by the FDA and comparable foreign authorities. There can be no assurance that any of our product candidates will receive regulatory approval or achieve commercial success.

Our lead investigational candidate, IGC-AD1, is currently being evaluated in the CALMA trial for the treatment of agitation associated with Alzheimer's disease. In addition to IGC-AD1, we are advancing other early-stage assets and research programs intended to expand our pipeline, subject to available capital and regulatory considerations.

We expect that continued investment in clinical trials, research and development, regulatory activities, intellectual property protection, and supporting infrastructure will be required to advance our product candidates. While we may also pursue strategic collaborations, licensing arrangements, or acquisitions to complement our internal development efforts, there can be no assurance that such transactions will occur on acceptable terms, if at all.

Separately, the Life Sciences segment includes limited revenue-generating activities from the sale of customized over-the-counter formulations and other products. In the nine months ended December 31, 2025, the Company divested its Vancouver, Washington, manufacturing facility and no longer operates that facility. These activities are not currently a material focus of our long-term pharmaceutical development strategy.

Markets and Distribution

As a clinical-stage pharmaceutical company, we do not currently have any FDA-approved drug products for commercial sale. Accordingly, our primary activities during the nine months ended December 31, 2025, were focused on clinical development, including the ongoing CALMA trial for IGC-AD1 and the advancement of our research pipeline.

Following the divesture of the Vancouver, Washington facility, the Company no longer maintains in-house manufacturing or over-the-counter product distribution operations. Any future commercialization of approved pharmaceutical products would be expected to rely on third-party manufacturers, strategic partners, or other arrangements typical of clinical-stage biotechnology companies.

Our Life sciences revenue during the nine months ended December 31, 2025, was limited and subject to customer concentration risk. One customer individually accounted for more than 50% of the total revenue. The loss of one or more significant customers, or changes in purchasing behavior, could materially affect our revenue.

Our future participation in the Life Sciences and pharmaceutical markets will depend on the successful development, regulatory approval, and commercialization of our product candidates, as well as our ability to secure adequate financing.

Competition

Industry Overview

The pharmaceutical and biotechnology industries are highly competitive, rapidly evolving, and characterized by significant technological change, regulatory complexity, and substantial capital requirements. The central nervous system (“CNS”) therapeutic area, including Alzheimer’s disease and related neuropsychiatric conditions, is particularly competitive due to the large patient population, high unmet medical need, and potential commercial opportunity.

Our competitors include large multinational pharmaceutical companies, emerging biotechnology companies, and other organizations with significantly greater financial resources, technical capabilities, and experience in clinical development, regulatory approval, manufacturing, and commercialization. Many of these competitors may be able to initiate and complete clinical trials more rapidly, obtain regulatory approvals sooner, or commercialize products more effectively than we can.

Competition in Agitation Associated with Alzheimer’s Disease

Agitation associated with Alzheimer’s disease (“AAD”) is an area of increasing clinical focus. We are aware of several companies developing therapies for this indication, including Axsome Therapeutics, Inc., which is developing a combination of dextromethorphan and bupropion, and Otsuka Pharmaceutical Co., Ltd. and Lundbeck A/S, which received FDA approval for Brexpiprazole (Rexulti) for the treatment of agitation associated with Alzheimer’s disease.

Currently, Brexpiprazole is the only FDA-approved therapy specifically indicated for agitation associated with Alzheimer’s dementia. Other treatment approaches may include off-label use of antipsychotics, antidepressants, or sedatives, many of which carry safety concerns, including boxed warnings.

Differentiation Considerations

Interim data from our ongoing CALMA clinical trial evaluating IGC-AD1 for agitation associated with Alzheimer’s disease have demonstrated a statistically significant improvement in agitation symptoms compared to placebo over a six-week treatment period, as measured by the Cohen-Mansfield Agitation Inventory (“CMAI”). The interim analysis on the first 26 patients indicated a large effect size (Cohen’s d = 0.79) and improvement observed as early as Week 2 of treatment.

For context, published data for Brexpiprazole reported a moderate effect size (Cohen’s d = 0.4) with separation from placebo observed later in the treatment period, based on substantially larger clinical trials. Cross-trial comparisons should be interpreted with caution, as differences in study design, patient populations, endpoints, and duration may materially affect outcomes.

In addition to efficacy, IGC-AD1 has demonstrated a favorable safety profile to date. As of the interim analysis:

- No serious adverse events were reported
- No adverse events resulted in treatment discontinuation
- No deaths occurred in either the treatment or placebo groups

The CALMA trial remains ongoing to further evaluate efficacy, durability of response, and long-term safety. There can be no assurance that interim results will be replicated in the final analysis or that IGC-AD1 will receive regulatory approval.

Licenses, Technology, and Cybersecurity

We have intellectual property attorneys that advise, counsel, and represent the Company regarding the filing of patents or provisional patent applications, copyright applications, and trademark applications; trade secret laws of general applicability; employee confidentiality and invention assignment. Most of our data, including our accounting data, is stored in the cloud, which helps us mitigate the overall risk of losing data. We have a cybersecurity policy in place and are in the process of implementing tighter cybersecurity measures to safeguard against hackers. The Company holds all rights to the patents that have been filed by us with the USPTO.

The table below summarizes the nature of the activity, the type of license required and held, and encumbrances in obtaining permits for each location where the Company operated through its subsidiaries in the nine months ended December 31, 2025:

Location	Nature of Activity	Type of License Required	Type of License held	Encumbrances in Obtaining Permit
U.S.	Life Sciences Products and General Management	General business Clinical Trials; Good Manufacturing Practices (GMP) certification. FDA approval to run a trial	General business licenses; Industrial Alcohol User Permit; FDA approval to run a trial.	None.
India	Infrastructure Contract, Rental of heavy equipment, and land	General business license	Business registrations with tax authorities in various states in India	None.
Colombia	Life Sciences Products and General Management	General business license; Instituto Nacional de Vigilancia de Medicamentos y Alimentos (INVIMA) Permits; Fondo Nacional De Estupefacientes (FNE) Permits.	General business license; Instituto Nacional de Vigilancia de Medicamentos y Alimentos (INVIMA) Permits; Fondo Nacional De Estupefacientes (FNE) Permits.	None.
Canada	Clinical Trials	Permit from Health Canada to conduct a trial in Canada. Permit to import IGC-AD1 into Canada.	Permit to conduct a trial and to import IGC-AD1 into Canada.	None

Governmental Regulations

Our operations are subject to extensive regulation and oversight by U.S. federal, state, and local governmental authorities. These regulations govern, among other matters, pharmaceutical research and development, clinical trials, manufacturing practices, marketing, intellectual property, and securities law compliance.

Pharmaceutical Regulation

The development, testing, manufacturing, and commercialization of our investigational drug candidates, including IGC-AD1, are subject to regulation by the FDA and comparable foreign regulatory authorities. Our clinical development activities are conducted under an IND application and are subject to FDA requirements governing clinical trial conduct, data integrity, safety reporting, and manufacturing standards.

Any future commercialization of our drug candidates will require FDA approval, and there can be no assurance that such approval will be obtained.

Cannabis and Hemp Regulatory Framework

Certain of our investigational formulations incorporate cannabinoids that are derived from hemp. Under the Agriculture Improvement Act of 2018 (the "2018 Farm Bill"), hemp is defined as cannabis containing no more than 0.3% THC on a dry-weight basis and is federally legal in the United States.

Although hemp is federally legal, states retain authority to regulate the cultivation, processing, testing, and handling of hemp and hemp-derived materials. As a result, state laws and regulatory requirements vary and continue to evolve. Compliance may require obtaining licenses, registrations, and approvals at the state level, and failure to comply could result in enforcement actions, penalties, or limitations on operations.

Historically, the Company cultivated hemp under applicable state licenses, including in Arizona. The Company no longer operates cultivation facilities and does not currently engage in hemp farming activities.

Distinction from Consumer Hemp Products

Importantly, IGC-AD1 is being developed as a pharmaceutical product under FDA oversight, and not as a consumer hemp or wellness product. As such, it is subject to the regulatory framework applicable to investigational drugs rather than consumer cannabinoid products sold under the 2018 Farm Bill.

Recent and proposed changes to hemp and cannabis regulations, including restrictions on total THC content in consumer products and evolving federal policy regarding cannabis scheduling, may further differentiate FDA-regulated pharmaceutical products from non-pharmaceutical cannabinoid products. However, the regulatory environment remains uncertain, and future changes in law or enforcement policy could materially affect our business, development timelines, or costs.

Securities and Other Regulatory Oversight

As a public company, we are also subject to regulation by the U.S. Securities and Exchange Commission ("SEC"), the NYSE American, and applicable state securities regulators, as well as laws governing corporate governance, disclosure, and reporting obligations.

FDA Approval Process

In the U.S., pharmaceutical products are subject to extensive regulation by the FDA. The Federal Food, Drug, and Cosmetic Act, or the FDC Act, and other federal and state statutes and regulations, govern the research, development, testing, manufacturing, storage, recordkeeping, approval, labeling, promotion and marketing, distribution, post-approval monitoring, and reporting, sampling, and importing and exporting of pharmaceutical products, among other things. Failure to comply with applicable U.S. requirements may subject a company to a variety of administrative or judicial sanctions, such as the imposition of clinical holds, FDA refusal to approve pending New Drug Applications ("NDA"), warning letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, refusals of government contracts, restitution, disgorgement, civil penalties, and criminal prosecution.

Pharmaceutical product development in the U.S. typically involves pre-clinical laboratory and animal tests and the submission to the FDA of an Investigational New Drug ("IND"), which must become effective before clinical testing may commence. For commercial approval, the sponsor must submit adequate tests by all methods reasonably applicable to show that the drug is safe for use under the conditions prescribed, recommended, or suggested in the proposed labeling. The sponsor must also submit substantial evidence, generally consisting of adequate, well-controlled clinical trials, to establish that the drug will have the effect it purports or is represented to have under the conditions of use prescribed, recommended, or suggested in the proposed labeling. In certain cases, the FDA may determine that a drug is effective based on one clinical study plus confirmatory evidence. Satisfaction of FDA premarket approval requirements typically takes many years, and the actual time required may vary substantially based upon the type, complexity of the product, or disease.

Pre-clinical tests include laboratory evaluation of product chemistry, formulation, and toxicity, as well as animal trials to assess the characteristics and potential safety and efficacy of the product. The conduct of the pre-clinical tests must comply with federal regulations and requirements, including the FDA's good laboratory practices regulations and the U.S. Department of Agriculture's ("USDA") regulations implementing the Animal Welfare Act. The results of pre-clinical testing are submitted to the FDA as part of an IND along with other information, including information about product chemistry, manufacturing, and controls, and a proposed clinical trial protocol. Long-term pre-clinical tests, such as animal tests of reproductive toxicity and carcinogenicity, may continue after the IND is submitted.

A 30-day waiting period after the submission of each IND is required prior to the commencement of clinical testing in humans. If the FDA has not imposed a clinical hold on the IND or otherwise commented on or questioned the IND within this 30-day period, the clinical trial proposed in the IND may begin.

Clinical trials involve the administration of an investigational new drug to healthy volunteers or patients under the supervision of a qualified investigator. Clinical trials must be conducted: (i) in compliance with federal regulations; (ii) in compliance with Good Clinical Practice ("GCP"), an international standard meant to protect the rights and health of patients and to define the roles of clinical trial sponsors, administrators, and monitors; and (iii) under protocols detailing the objectives of the trial, the parameters to be used in monitoring safety and the effectiveness criteria to be evaluated. Each protocol involving testing on U.S. patients and subsequent protocol amendments must be submitted to the FDA as part of the IND.

The FDA may order the temporary or permanent discontinuation of a clinical trial at any time or impose other sanctions if it believes that the clinical trial either is not being conducted in accordance with FDA requirements or presents an unacceptable risk to the clinical trial patients. The trial protocol and informed consent information for patients in clinical trials must also be submitted to an institutional review board, or IRB, for approval. An IRB may also require the clinical trial at the site to be halted, either temporarily or permanently, for failure to comply with the IRB's requirements or may impose other conditions.

Clinical trials to support NDAs for marketing approval are typically conducted in three sequential phases, but the phases may overlap. In general, in Phase 1, the initial introduction of the drug into healthy human subjects or patients, the drug is tested to assess metabolism, pharmacokinetics, pharmacological actions, side effects associated with increasing doses, and, if possible, early evidence on effectiveness. Phase 2 usually involves trials in a limited patient population to determine the effectiveness of the drug for a particular indication, dosage tolerance, and optimum dosage and to identify common adverse effects and safety risks. If a compound demonstrates evidence of effectiveness and an acceptable safety profile in Phase 2 evaluations, Phase 3 trials are undertaken to obtain additional information about clinical efficacy and safety in a larger number of patients, typically at geographically dispersed clinical trial sites, to permit the FDA to evaluate the overall benefit-risk relationship of the drug and to provide adequate information for the labeling of the drug. In most cases, the FDA requires two adequate and well-controlled Phase 3 clinical trials to demonstrate the efficacy of the drug. The FDA may, however, determine that a drug is effective based on one clinical study plus confirmatory evidence. Only a small percentage of investigational drugs complete all three phases and obtain marketing approval. In some cases, the FDA may require post-market studies, known as Phase 4 studies, to be conducted as a condition of approval in order to gather additional information on the drug's effect in various populations and any side effects associated with long-term use. Depending on the risks posed by the drugs, other post-market requirements may be imposed.

After completion of the required clinical testing, an NDA is prepared and submitted to the FDA. The FDA approval of the NDA is required before marketing of the product may begin in the U.S. The NDA must include the results of all pre-clinical, clinical, and other testing and a compilation of data relating to the product's pharmacology, chemistry, manufacture, and controls. The cost of preparing and submitting an NDA is substantial.

The FDA has 60 days from its receipt of an NDA to determine whether the application will be accepted for filing based on the agency's threshold determination that it is sufficiently complete to permit substantive review. Once the submission is accepted for filing, the FDA begins an in-depth review. Under the statute and implementing regulations, the FDA has 180 days (the initial review cycle) from the date of filing to issue either an approval letter or a complete response letter unless the review period is adjusted by mutual agreement between the FDA and the applicant or as a result of the applicant submitting a major amendment. In practice, the performance goals established pursuant to the Prescription Drug User Fee Act have effectively extended the initial review cycle beyond 180 days. The FDA's current performance goals call for the FDA to complete a review of 90 percent of standard (non-priority) NDAs within 10 months of receipt and within six months for priority NDAs, but two additional months are added to standard and priority NDAs for a new molecular entity ("NME").

The FDA may also refer applications for novel drug products, or drug products that present difficult questions of safety or efficacy, to an advisory committee, which is typically a panel that includes clinicians and other experts, for review, evaluation, and a recommendation as to whether the application should be approved. The FDA is not bound by the recommendation of an advisory committee, but it generally follows such recommendations. Before approving an NDA, the FDA will typically inspect one or more clinical sites to assure compliance with GCP. Additionally, the FDA will inspect the facility or the facilities at which the drug is manufactured. The FDA will not approve the product unless compliance with the current GMP is satisfactory, and the NDA contains data that provides substantial evidence that the drug is safe and effective in the indication studied.

After the FDA evaluates the NDA and the manufacturing facilities, it issues either an approval letter or a complete response letter. A complete response letter generally outlines the deficiencies in the submission and may require substantial additional testing or information for the FDA to reconsider the application. If, or when, those deficiencies have been addressed to the FDA's satisfaction in a resubmission of the NDA, the FDA will issue an approval letter. The FDA has committed to reviewing 90 percent of resubmissions within two to six months, depending on the type of information included.

An approval letter authorizes commercial marketing of the drug with specific prescribing information for specific indications. As a condition of NDA approval, the FDA may require a risk evaluation and mitigation strategy ("REMS") to help ensure that the benefits of the drug outweigh the potential risks. REMS can include medication guides, communication plans for health care professionals, and elements to assure safe use (ETASU). ETASU can include, but is not limited to, special training or certification for prescribing or dispensing, dispensing only under certain circumstances, special monitoring, and the use of patient registries. The requirement for a REMS can materially affect the potential market and profitability of the drug. Moreover, product approval may require substantial post-approval testing and surveillance to monitor the drug's safety or efficacy. Once granted, product approvals may be withdrawn if compliance with regulatory standards is not maintained or if problems are identified following initial marketing.

Expedited Development:

Designations such as Breakthrough Therapy Designation ("BTD") and Fast Track Designation can speed up the development process by allowing for more frequent communication with the FDA and potentially faster review timelines. This can translate to getting the drug to market quicker.

- **BTD:** This designation is given by the FDA to drugs that have the potential to significantly improve treatment for serious or life-threatening conditions. It allows for more intensive interaction with the FDA during development and can expedite the review process.

- **Fast Track Designation:** This designation is designed to facilitate the development and expedite the review of drugs that address unmet medical needs. It offers some advantages like more frequent meetings with the FDA and potential for rolling review (reviewing data as it becomes available).

Disclosure of Clinical Trial Information

Sponsors of clinical trials of certain FDA-regulated products, including prescription drugs, are required to register and disclose certain clinical trial information on a public website maintained by the U.S. National Institutes of Health. Information related to the product, patient population, phase of the investigation, study sites, investigator, and other aspects of the clinical trial is made public as part of the registration. Disclosure of the results of these trials can be delayed for up to two years if the sponsor certifies that it is seeking approval of an unapproved product or that it will file an application for approval of a new indication for an approved product within one year. Competitors may use this publicly available information to gain knowledge regarding the design and progress of our development programs.

The Hatch-Waxman Act

Orange Book Listing

In seeking approval for a drug through an NDA, applicants are required to list with the FDA each patent the claims of which cover the applicant's product. Upon approval of a drug, each of the patents listed in the application for the drug is then published in the FDA's Approved Drug Products with Therapeutic Equivalence Evaluations, commonly known as the Orange Book. Drugs listed in the Orange Book can, in turn, be cited by potential generic competitors in support of approval of an abbreviated new drug application ("ANDA"). An ANDA provides for the marketing of a drug product that has the same active ingredients in the same strengths and dosage form as the listed drug and has been shown through bioequivalence testing to be bioequivalent to the listed drug. Other than the requirement for bioequivalence testing, ANDA applicants are not required to conduct or submit results of pre-clinical or clinical tests to prove the safety or effectiveness of their drug product. Drugs approved in this way are considered to be therapeutically equivalent to the listed drug, are commonly referred to as "generic equivalents" to the listed drug and can often be substituted by pharmacists under prescriptions written for the original listed drug in accordance with state law.

The ANDA applicant is required to certify to the FDA concerning any patents listed for the approved product in the FDA's Orange Book. Specifically, the applicant must certify that: (i) the required patent information has not been filed; (ii) the listed patent has expired; (iii) the listed patent has not expired but will expire on a particular date, and approval is sought after patent expiration; or (iv) the listed patent is invalid or will not be infringed by the new product. The ANDA applicant may also elect to submit a section viii statement, certifying that its proposed ANDA labeling does not contain (or carves out) any language regarding the patented method-of-use rather than certify to a listed method-of-use patent. If the applicant does not challenge the listed patents, the ANDA application will not be approved until all the listed patents claiming the referenced product have expired.

A certification that the new product will not infringe the already approved product's listed patents or that such patents are invalid is called a Paragraph IV certification. If the ANDA applicant has provided a Paragraph IV certification to the FDA, the applicant must also send notice of the Paragraph IV certification to the NDA and patent holders once the ANDA has been accepted for filing by the FDA. The NDA and patent holders may then initiate a patent infringement lawsuit in response to the notice of the Paragraph IV certification. The filing of a patent infringement lawsuit within 45 days of the receipt of a Paragraph IV certification automatically prevents the FDA from approving the ANDA until the earlier of 30 months, expiration of the patent, settlement of the lawsuit, or a decision in the infringement case that is favorable to the ANDA applicant. The ANDA application also will not be approved until any applicable non-patent exclusivity listed in the Orange Book for the referenced product has expired.

Exclusivity

Upon NDA approval of a new chemical entity or NCE, which is a drug that contains no active component that has been approved by the FDA in any other NDA, that drug receives five years of marketing exclusivity, during which time the FDA cannot receive any ANDA or 505(b)(2) application seeking approval of a drug that references a version of the NCE drug. Certain changes to a drug, such as the addition of a new indication to the package insert, are associated with a three-year period of exclusivity during which the FDA cannot approve an ANDA or 505(b)(2) application that includes the change. An ANDA or 505(b)(2) application may be submitted one year before NCE exclusivity expires if a Paragraph IV certification is filed. If there is no listed patent in the Orange Book, there may not be a Paragraph IV certification, and thus, no ANDA or 505(b)(2) application may be filed before the expiration of the exclusivity period.

For a botanical drug, the FDA may determine that the active moiety is one or more of the principal components or the complex mixture as a whole. This determination would affect the utility of any five-year exclusivity as well as the ability of any potential generic competitor to demonstrate that it is the same drug as the original botanical drug. Five-year and three-year exclusivities do not preclude FDA approval of a 505(b)(1) application for a duplicate version of the drug during the period of exclusivity, provided that the 505(b)(1) applicant conducts or obtains a right of reference to all of the preclinical studies and adequate and well-controlled clinical trials necessary to demonstrate safety and effectiveness.

Orphan Drug Act

Under the Orphan Drug Act, the FDA may grant orphan drug designation to drugs intended to treat a rare disease or condition, generally a disease or condition that affects fewer than 200,000 individuals in the U.S. (or affects more than 200,000 in the U.S. and for which there is no reasonable expectation that the cost of developing and making available in the U.S. a drug for such disease or condition will be recovered from sales in the U.S. of such drug). Orphan drug designation must be requested before submitting an NDA. After the FDA grants orphan drug designation, the generic identity of the drug and its potential orphan use are disclosed publicly by the FDA. Orphan drug designation does not convey any advantage in or shorten the duration of the regulatory review and approval process. The first NDA applicant to receive FDA approval for a particular active ingredient to treat a particular disease with FDA orphan drug designation is entitled to a seven-year exclusive marketing period in the U.S. for that product for that indication. During the seven-year exclusivity period, the FDA may not approve any other applications to market the same drug for the same disease, except in limited circumstances, such as a showing of clinical superiority to the product with orphan drug exclusivity. If the FDA designates an orphan drug based on a finding of clinical superiority, the FDA must provide a written notification to the sponsor that states the basis for orphan designation, including "any plausible hypothesis" relied upon by the FDA. The FDA must also publish a summary of its clinical superiority findings upon granting orphan drug exclusivity based on clinical superiority. Orphan drug exclusivity does not prevent the FDA from approving a different drug for the same disease or condition or the same drug for a different disease or condition. Among the other benefits of orphan drug designation are tax credits for certain research and a waiver of the NDA application user fee.

Special Protocol Assessment

A company may reach an agreement with the FDA under the Special Protocol Assessment (SPA), process as to the required design and size of clinical trials intended to form the primary basis of an efficacy claim. According to its performance goals, the FDA is supposed to evaluate the protocol within 45 days of the request to assess whether the proposed trial is adequate, and that evaluation may result in discussions and a request for additional information. A SPA request must be made before the proposed trial begins, and all open issues must be resolved before the trial begins. If a written agreement is reached, it will be documented and made part of the administrative record. Under the FDC Act and FDA guidance implementing the statutory requirement, an SPA is generally binding upon the FDA except in limited circumstances, such as if the FDA identifies a substantial scientific issue essential to determining safety or efficacy after the study begins, public health concerns emerge that were unrecognized at the time of the protocol assessment, the sponsor and the FDA agree to the change in writing, or if the study sponsor fails to follow the protocol that was agreed upon with the FDA.

U.S. Coverage and Reimbursement

Significant uncertainty exists as to the coverage and reimbursement status of our lead product candidates, such as IGC-AD1 or any other for which we may seek regulatory approval. Sales in the U.S. will depend in part on the availability of adequate financial coverage and reimbursement from third-party payors, which include government health programs such as Medicare, Medicaid, TRICARE, and the Veterans Administration, as well as managed care organizations and private health insurers. Prices at which we or our customers seek reimbursement for our product candidates can be subject to challenge, reduction, or denial by payors.

The process for determining whether a payor will provide coverage for a product is typically separate from the process for setting the reimbursement rate that the payor will pay for the product. Third-party payors may limit coverage to specific products on an approved list or formulary, which might not include all the FDA-approved products for a particular indication. Also, third-party payors may refuse to include a branded drug on their formularies or otherwise restrict patient access to a branded drug when a less costly generic equivalent or another alternative is available. Medicare Part D, Medicare's outpatient prescription drug benefit, contains protections to ensure coverage and reimbursement for oral oncology products, and all Part D prescription drug plans are required to cover substantially all oral anti-cancer agents. However, a payor's decision to provide coverage for a product does not imply that an adequate reimbursement rate will be available. Private payors often rely on the lead of the governmental payors in rendering coverage and reimbursement determinations. Sales of products such as IGC-AD1 or any other product candidates will, therefore, depend substantially on the extent to which the costs of our products will be paid by third-party payors. Achieving favorable coverage and reimbursement from the Centers for Medicare and Medicaid Services ("CMS") and/or the Medicare Administrative Contractors is typically a significant gating issue for the successful introduction of a new product.

Third-party payors are increasingly challenging the price and examining the medical necessity and cost-effectiveness of medical products and services, in addition to their safety and efficacy. To obtain coverage and reimbursement for any product that might be approved for marketing, we may need to conduct studies in order to demonstrate the medical necessity and cost-effectiveness of any products, which would be in addition to the costs expended to obtain regulatory approvals. Third-party payors may not consider our product candidates to be medically necessary or cost-effective compared to other available therapies, or the rebate percentages required to secure favorable coverage may not yield an adequate margin over cost or may not enable us to maintain price levels sufficient to realize an appropriate return on our investment in drug development.

Human Capital Management and Environment, Health, and Safety

Human Capital Management

We believe that our ability to attract, retain, and develop exceptional talent is critical to our success, particularly in advancing our clinical development programs and scientific research. As of December 31, 2025, our full-time employee headcount worldwide was 70.

We foster a culture of collaboration, accountability, and innovation. We comply with all applicable labor, health, and safety laws and support employee well-being through flexible work policies and safe workplace practices. We invest in employee development, offering training and learning opportunities to help our teams grow professionally and contribute to our long-term success. We are committed to providing equal opportunities for all employees. Our compensation and equity programs are designed to retain talent and align with long-term shareholder value.

Environment, Health, and Safety (EHS)

We are committed to health, safety, and environmental compliance in all our operations in the U.S., Colombia, and India. While our operations have a limited environmental impact, we promote responsible practices to minimize waste and ensure safety in our research and office environments. Management oversees our EHS practices and updates them as needed to meet regulatory and operational requirements.

Available Information

The Company's Transition Report on Form 10-KT, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Exchange Act are filed with the Securities and Exchange Commission (the "SEC"). The Company is subject to the informational requirements of the Exchange Act and files or furnishes reports, proxy statements, and other information with the SEC. Such reports and other information filed by the Company with the SEC are available free of charge on the Company's website at www.igcpharma.com when such reports are available on the SEC's website. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov. The contents of these websites are not incorporated into this filing. Further, the Company's references to the URLs for these websites are intended to be inactive textual references only.

ITEM 1A. RISK FACTORS

You should carefully consider the following risk factors, together with all other information included in this report, in evaluating the Company and our common stock. If any of the following risks and uncertainties develop into actual events, they could have a material adverse effect on our business, financial condition, or results of operations. In that case, the trading price of our common stock and other securities also could be adversely affected. We make various statements in this section, which constitute "forward-looking statements." See "Forward-Looking Statements."

Risks Related to Our Business, Industry, and Operations:

We have limited revenues, incurred significant losses, and have an accumulated deficit. If we cannot achieve profitability, the market price of our common stock could decline significantly.

As of December 31, 2025, we had cash and cash equivalents of approximately $900 thousand and a working capital deficit of approximately $366 thousand compared to cash and cash equivalents of $405 thousand and working capital of $639 thousand as of March 31, 2025, for continuing operations.

We have had limited revenues. As of the nine months ended December 31, 2025, and 2024, and the twelve months ended March 31, 2025, we had revenues of approximately $869 thousand and $941 thousand, and 1.3 million, respectively.

We have had a history of operating losses. Our net losses improved by approximately $1.9 million from $4.1 million during the nine months ended December 31, 2025, to approximately $6 million during the nine months ended December 31, 2024. We expect to continue incurring substantial expenses as we advance the clinical development of IGC-AD1 and our other product candidates. Our ability to achieve or sustain profitability depends on our success in developing, obtaining regulatory approval for, and commercializing our product candidates, which is highly uncertain and subject to significant risks. If we fail to achieve profitability or improve our financial condition, our ability to raise additional capital may be limited, and the market price of our common stock could decline significantly. Additionally, continued losses could impact our ability to maintain compliance with applicable stock exchange listing requirements.

We may be unable to complete financings on acceptable terms, certain financings are subject to required approvals, and we have sought and may continue to seek financing from our officers and directors.

We have historically funded operations primarily through issuances of equity and other financing transactions. Our ability to raise additional capital depends on market conditions, investor demand, and other factors beyond our control. Certain transactions may be subject to approvals and conditions, including applicable stock exchange approval. If we are unable to obtain required approvals, satisfy closing conditions, or raise capital when needed, we may be required to delay, reduce, or discontinue research and development programs, including clinical activities, or pursue alternatives that may be highly dilutive or otherwise unfavorable to stockholders.

In addition, we have sought and may continue to seek financing, primarily through the issuance of equity securities for cash and loans from our officers and directors, to operate our business and estimates that additional capital will be necessary to support our operations and growth. As of December 31, 2025, we are indebted to Ms. Claudia Grimaldi, our vice president, principal financial officer, chief compliance officer, and director, by way of a loan of $146 thousand. We may not be able to generate sufficient cash flow to repay this loan. If we issue additional securities as repayment, our shareholders may experience significant dilution. Additionally, loan repayment before achievement of profitability may cause us to delay implementing our business plans to expand.

We Depend on a Limited Number of Customers for a Significant Portion of Our Life Sciences Revenue.

During the nine months ended December 31, 2025, approximately 58% of our Life Sciences revenue was derived from a single customer. Although our primary business focus is the development and clinical advancement of our therapeutic candidates, revenue generated from our Life Sciences operations contributes to offsetting certain operating expenses and overhead.

Our revenue concentration increases our exposure to risks associated with changes in the financial condition, purchasing patterns, or strategic priorities of this customer. The loss of this customer, a reduction in purchases, changes in pricing, delays in payments, or an inability to renew or replace such revenue on comparable terms could adversely affect our results of operations and increase our operating cash requirements. In addition, reliance on a limited number of customers may reduce our negotiating leverage and expose us to counterparty credit risk.

We may not be able to diversify our customer base in a timely manner or at all. Any material disruption in revenue from significant customers could have an adverse effect on our financial condition and operating results.

Our classification as a "cannabis company" creates institutional barriers to capital that may require us to utilize higher-cost alternative financing.

While our lead candidate, IGC-AD1, is derived from legal hemp—defined under the 2018 Farm Bill as Cannabis sativa L. with a THC concentration of 0.3% or less—the Company is frequently and incorrectly classified by financial institutions as a "cannabis company." This mischaracterization has historically led to being blacklisted by certain banks, investment firms, and stock clearing services.

The limited number of institutions willing to service companies with cannabinoid-based portfolios makes it more difficult to raise capital, deposit share certificates, or establish traditional investment banking relationships on standard terms. Consequently, to fund operations or bridge clinical milestones, management may, at its discretion, utilize alternative financing arrangements.

These alternative options may include high-cost loans or convertible notes with effective interest rates that are significantly higher than traditional bank rates. While the Company intends to use such arrangements judiciously and for relatively small amounts, they can involve significant debt service obligations, cross-default provisions, or variable conversion features. If we are forced to rely on these more expensive capital sources because of industry stigma, it could lead to share dilution, higher cash outflows, or an impaired balance sheet. There can be no assurance that we will be able to raise sufficient capital on favorable terms if institutional hurdles regarding our industry classification persist.

We may engage in strategic transactions that could impact our liquidity, increase our expenses, and present significant distractions to our management, which ultimately may not be successful.

From time to time, we may consider strategic transactions, such as acquisitions of companies, asset purchases, and out-licensing or in-licensing of products, product candidates, or technologies, particularly those arrangements that seek to leverage other organizations' internal platforms or competencies for the benefit of our products or potential products. Additional potential transactions that we may consider may include a variety of different business arrangements, including spin-offs, strategic partnerships, joint ventures, restructurings, divestitures, business combinations, and investments. Any such transaction may require us to incur non-recurring or other charges that may increase our near and long-term expenditures and may pose significant integration challenges or disrupt our management or business, which could adversely affect our operations and financial results. For example, these transactions may entail numerous operational and financial risks, including:

- exposure to unknown or unanticipated liabilities, including foreign laws with which we are unfamiliar;
- disruption of our business and diversion of our management's time and attention to develop acquired products, product candidates, or technologies;
- the incurrence of substantial debt or dilutive issuances of equity securities to pay for acquisitions, which we may not be able to obtain on favorable terms, if at all;
- higher than expected acquisition and integration costs;
- write-downs of assets or goodwill or impairment charges;
- increased amortization expenses;
- difficulty and cost in combining the operations and personnel of any acquired businesses with our operations and personnel;
- entering a long-term relationship with a partner that proves to be unreliable or counterproductive;
- impairment of relationships with key suppliers or customers of any acquired businesses due to changes in management and ownership; and
- inability to retain key employees of any acquired businesses.

There can be no assurance that we will undertake or successfully complete any transactions of the nature described above. Any transactions that we do complete could have a material adverse effect on our business, results of operations, financial condition, and prospects if we are unable to execute the planned objectives or capitalize on the relationship in the manner that was originally contemplated.

Global Operations

We currently operate in the U.S., Canada, Colombia, and India, and buy raw materials and equipment from China, and our operations and expenses could be affected by currency fluctuations, capital and exchange controls, economic conditions including inflation, expropriation, and other restrictive government actions, changes in intellectual property legal protections and remedies, trade regulations, tax laws, and regulations, and procedures and actions affecting approval, production, pricing, and marketing of, reimbursement for and access to our products, as well as impacts of political or civil unrest or military action, including but not limited to the current conflicts, terrorist activity, unstable governments, and legal systems, inter-governmental disputes, public health outbreaks, epidemics, pandemics, natural disasters or disruptions related to climate change.

India, and Colombia may be particularly vulnerable to periods of financial or political instability or significant currency fluctuations or may have limited resources for healthcare spending.

Government financing and economic pressures can lead to negative pricing pressure in various markets where governments take an active role in setting prices, access criteria (e.g., through health technology assessments), or other means of cost control.

We continue to monitor the global trade environment, especially with China and the countries we operate in, and potential trade conflicts and impediments that could impact our business. If trade restrictions or tariffs reduce global economic activity, potential impacts could include declining sales, increased costs, volatility in foreign exchange rates, a decline in the value of our financial assets and pension plan investments, required increases of our pension funding obligations, increased government cost control efforts, delays or failures in the performance of customers, suppliers and other third parties on whom we may depend for the performance of our business, and the risk that our allowance for doubtful accounts may not be adequate.

Legal claims could be filed that may have a material adverse effect on our business, operating results, and financial condition. We may, in the future, face risks of litigation and liability claims. The extent of such exposure can be difficult or impossible to estimate, which can negatively impact our financial condition and results of operations.

Our operations are subject to numerous laws and regulations in the U.S., India, and Colombia, relating to the protection of the public and necessary disclosures regarding financial services. Liability under these laws involves inherent uncertainties. Violations of financial regulation laws are subject to civil and, in some cases, criminal sanctions. We may not have been, or may not be, or may be alleged to have not been or to not be, at all times, in complete compliance with all requirements, and we may incur costs or liabilities in connection with such requirements or allegations. We may also incur unexpected interruptions to our operations, administrative injunctions requiring operation stoppages, fines judgments, settlements, or other financial obligations or penalties, which could negatively impact our financial condition and results of operations. See Item 3, Legal Proceedings of this report, for further information on the current status of legal proceedings, if any. There can also be no assurance that any insurance coverage we have will be adequate or that we will prevail in any future cases. We can provide no assurance that we will be able to obtain liability insurance that would protect us from any such lawsuits. In the event that we are not covered by insurance, our management could spend significant time and resources addressing any such issues. The legal fees necessary to defend against multiple lawsuits can be significant, impacting the Company's overall bottom line when not covered by insurance or where the fees exceed the Company's insurance policy limits.

Our Company is in a highly regulated industry. Significant and unforeseen changes in policy may have material impacts on our business.

Continued development in the phytocannabinoids industry is dependent upon continued state legislative authorization of cannabinoids as well as legislation and regulatory policy at the federal level. The federal Controlled Substances Act currently makes cannabinoids use and possession illegal on a national level. While there may be ample public support for legislative authorization, numerous factors impact the legislative process. Any one of these factors could slow or halt the use and handling of cannabinoids in the U.S. or in other jurisdictions, which would negatively impact our development of phytocannabinoids-based therapies and our ability to test and productize these therapies.

Many U.S. state laws conflict with the federal Controlled Substances Act. It is unclear whether regulatory authorities in the U.S. would object to the registration or public offering of securities in the U.S. by our Company; the status of our Company as a reporting company; or investors investing in our Company, if we engage in legal cannabinoids cultivation and supply pursuant to the laws and authorization of the jurisdiction where the activity takes place. In addition, the status of cannabinoids under the Controlled Substances Act may have an adverse effect on federal agency approval of pharmaceutical use of phytocannabinoid products. Any such objection or interference could delay indefinitely or increase substantially the costs to access the equity capital markets, test our therapies, or create products from the Life Sciences segment.

Our Company is inexperienced in conducting pre-clinical and clinical trials.

Our Company is inexperienced in conducting pre-clinical and clinical trials. Our attempt at demonstrating safety, efficacy, and ultimate useability may fail because of our lack of experience in designing, managing, and conducting clinical trials, resulting in unanticipated or adverse outcomes. Such outcomes may have an adverse effect on our stock price.

Clinical trials are expensive, time-consuming, and difficult to design and implement, and involve an uncertain outcome.

Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. Failure can occur at any time during the clinical trial process. Because the results of preclinical studies and early clinical trials are not necessarily predictive of future results, IGC-AD1 and our other compounds may not have favorable results in later preclinical and clinical studies or receive regulatory approval. We may experience delays in initiating and completing any clinical trials that we intend to conduct, and we do not know whether planned clinical trials will begin on time, need to be redesigned, enroll patients on time, or be completed on schedule, or at all. Clinical trials can be delayed or terminated for a variety of reasons, including but not limited to:

- the FDA or comparable foreign regulatory authorities disagreeing as to the design or implementation of our clinical studies;
- obtaining regulatory approval to commence a trial;
- reaching an agreement on acceptable terms with prospective contract research organizations ("CROs"), and clinical trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites;
- obtaining Institutional Review Board ("IRB") approval at each site or Independent Ethics Committee ("IEC") approval at sites outside the United States;

- recruiting suitable patients to participate in a trial in a timely manner and in sufficient numbers;
- having patients complete a trial or return for post-treatment follow-up;
- imposition of a clinical hold by regulatory authorities, including as a result of unforeseen safety issues or side effects or failure of trial sites to adhere to regulatory requirements or follow trial protocols;
- clinical sites deviating from trial protocol or dropping out of a trial;
- addressing patient safety concerns that arise during the course of a trial;
- adding a sufficient number of clinical trial sites; or
- manufacturing sufficient quantities of the product candidate for use in clinical trials.

We could also encounter delays if a clinical trial is suspended or terminated by us, the IRBs or IECs of the institutions in which such trials are being conducted, the Data Safety Monitoring Board ("DSMB"), for such trial or the FDA or other regulatory authorities. Such authorities may impose such a suspension or termination due to a number of factors, including failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols, an inspection of the clinical trial operations or trial site by the FDA or other regulatory authorities resulting in the imposition of a clinical hold, unforeseen safety issues or adverse side effects, failure to demonstrate a benefit from using a drug, changes in governmental regulations or administrative actions or lack of adequate funding to continue the clinical trial. Furthermore, we rely on CROs and clinical trial sites to ensure the proper and timely conduct of our clinical trials, and while we have agreements governing their committed activities, we have limited influence over their actual performance.

The regulatory approval processes of the FDA and comparable foreign authorities are lengthy, time-consuming, and inherently unpredictable, and if we are ultimately unable to obtain regulatory approval for IGC-AD1 or any other product candidates, our business will be substantially harmed.

The time required to obtain approval by the FDA and comparable foreign authorities is unpredictable but typically takes many years following the commencement of clinical trials and depends upon numerous factors, including the substantial discretion of the regulatory authorities. In addition, approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate's clinical development and may vary among jurisdictions. We have not obtained regulatory approval for any product candidate, and it is possible that we will never obtain regulatory approval for IGC-AD1 or any other product candidate. We are not permitted to market any of our pharmaceutical product candidates in the United States until we receive regulatory approval of an NDA from the FDA. The regulatory approval process can be affected by, among other things, the following:

- we may be unable to demonstrate to the satisfaction of the FDA or comparable foreign regulatory authorities that a product candidate is safe and effective for its proposed indication;
- serious and unexpected drug-related side effects experienced by participants in our clinical trials or by individuals using drugs similar to our product candidates or other products containing the active ingredient in our product candidates;
- negative or ambiguous results from our clinical trials or results that may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval;
- we may be unable to demonstrate that a product candidate's clinical and other benefits outweigh its safety risks;
- the FDA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials;
- the data collected from clinical trials of our product candidates may not be acceptable or sufficient to support the submission of an NDA or other submission or to obtain regulatory approval in the United States or elsewhere, and/or we may be required to conduct additional clinical trials;
- the FDA or comparable foreign authorities may disagree regarding the formulation, labeling, and/or specifications of our product candidates;
- the FDA or comparable foreign regulatory authorities may fail to approve or find deficiencies with the manufacturing processes or facilities of third-party manufacturers with which we contract for clinical and commercial supplies; and
- the approval policies or regulations of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

Prior to obtaining approval to commercialize a product candidate in the United States or abroad, we must demonstrate with substantial evidence from well-controlled clinical trials and to the satisfaction of the FDA or foreign regulatory agencies that such product candidates are safe and effective for their intended uses. Results from preclinical studies and clinical trials can be interpreted in different ways. Even if the preclinical or clinical data for our product candidates are promising, such data may not be sufficient to support approval by the FDA and other regulatory authorities. For diseases like Alzheimer's, the FDA has stated that one single Phase 3 trial is adequate for approval if it demonstrates robust and unquestionable efficacy. However, the circumstances under which a single adequate and controlled study can be used as the sole basis for demonstrating the efficacy of a drug are exceptional.

The FDA or any foreign regulatory bodies can delay, limit, or deny approval of our product candidates or require us to conduct additional preclinical or clinical testing or abandon a program for many reasons, including:

- the FDA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials;
- the FDA or comparable foreign regulatory authorities may disagree with our safety interpretation of our drug;
- the FDA or comparable foreign regulatory authorities may disagree with our efficacy interpretation of our drug; and
- the FDA or comparable foreign regulatory authorities may regard our Chemistry Manufacturing and Controls package as inadequate.

Of the large number of drugs in development, only a small percentage successfully complete the regulatory approval processes and are commercialized. This lengthy approval process, as well as the unpredictability of future clinical trial results, may result in us failing to obtain regulatory approval to market IGC-AD1 or another product candidate, which would significantly harm our business, results of operations, and prospects.

In addition, the FDA or the applicable foreign regulatory agency may also approve a product candidate for a more limited indication or patient population than we originally requested, and the FDA or applicable foreign regulatory agency may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate. Any of the foregoing scenarios could materially harm the commercial prospects for our product candidates.

We have concentrated our research and development efforts on the treatment of Alzheimer's Disease, which has seen limited success in drug development. Further, IGC-AD1 is based on a new approach to treating symptoms of Alzheimer's Disease, which makes it difficult to predict the time and cost of development and subsequent obtaining of regulatory approval.

Efforts by biopharmaceutical and pharmaceutical companies in treating Alzheimer's Disease have seen limited success in drug development, and there are no FDA-approved disease-modifying therapeutic options available for patients with Alzheimer's Disease. We cannot be certain that our approach will lead to the development of approvable or marketable products. The only drugs approved by the FDA to treat Alzheimer's Disease to date address the disease's symptoms. Alzheimer's Disease drug candidates have the highest failure rate of approximately 99.6%. As a result, the FDA has a limited set of products to rely on in evaluating IGC-AD1. This could result in a longer-than-expected regulatory review process, increased expected development costs, or the delay or prevention of commercialization of IGC-AD1 for the treatment of Alzheimer's Disease.

Enrollment and retention of patients in clinical trials is an expensive and time-consuming process and could be made more difficult or rendered impossible by multiple factors outside our control.

The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of patients who remain in the study until its conclusion. We may encounter delays in enrolling or be unable to enroll a sufficient number of patients to complete any of our clinical trials, and even once enrolled, we may be unable to retain a sufficient number of patients to complete any of our trials. Patient enrollment and retention in clinical trials depend on many factors, including:

- the patient eligibility criteria defined in the protocol;
- the size of the patient population required for analysis of the trial's primary endpoints;
- the nature of the trial protocol;
- the existing body of safety and efficacy data with respect to the product candidate;
- the proximity of patients to clinical sites;
- our ability to recruit clinical trial investigators with the appropriate competencies and experience;
- clinicians' and patients' perceptions as to the potential advantages of the product candidate being studied in relation to other available therapies, including any new drugs that may be approved for the indications we are investigating;
- competing clinical trials being conducted by other companies or institutions;
- our ability to maintain patient consent; and
- the risk that patients enrolled in clinical trials will drop out of the trials before completion.

Our product candidates may cause serious adverse events or undesirable side effects, which may delay or prevent marketing approval or, if approved, require them to be taken off the market, require them to include safety warnings, or otherwise limit their sales.

Serious adverse events or undesirable side effects caused by IGC-AD1 or any other product candidates could cause us or regulatory authorities to interrupt, delay, or halt clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or other comparable foreign authorities. The results of any clinical trial we conduct could reveal a high and unacceptable severity and prevalence of side effects or unexpected characteristics.

If unacceptable side effects arise in the development of our product candidates, we, the FDA, or the IRBs at the institutions in which our studies are conducted, or the DSMB, if constituted for our clinical trials, could recommend a suspension or termination of our clinical trials, or the FDA or comparable foreign regulatory authorities could order us to cease further development of or deny approval of a product candidate for any or all targeted indications. In addition, drug-related side effects could affect patient recruitment or the ability of enrolled patients to complete a trial or result in potential product liability claims. In addition, these side effects may not be appropriately recognized or managed by the treating medical staff. We expect to have to train medical personnel using our product candidates to understand the side effect profiles for our clinical trials and upon any commercialization of any of our product candidates. Inadequate training in recognizing or managing the potential side effects of our product candidates could result in patient injury or death. Any of these occurrences may harm our business, financial condition, and prospects significantly.

Additionally, if one or more of our product candidates receives marketing approval, and we or others later identify undesirable side effects caused by such products, a number of potentially significant negative consequences could result, including:

- additional restrictions may be imposed on the marketing of the particular product or the manufacturing processes for the product or any component thereof;
- regulatory authorities may withdraw approvals of such products;
- regulatory authorities may require additional warnings on the label, such as a “black box” warning or contraindication;
- we may be required to implement a REMS or create a medication guide outlining the risks of such side effects for distribution to patients;
- we could be sued and held liable for harm caused to patients;
- the product may become less competitive; and
- our reputation may suffer.

Any of these events could prevent us from achieving or maintaining market acceptance of a product candidate, if approved, and could significantly harm our business, results of operations, and prospects.

Our product candidates may be unable to achieve the expected market acceptance, consequently limiting our ability to generate revenue from new products.

Even when product development is successful and regulatory approval has been obtained, our ability to generate sufficient revenue depends on the acceptance of our products by customers. We cannot assure you that our products will achieve the expected level of market acceptance and revenue. The market acceptance of any product depends on several factors, such as the price of the product, the effect of the product, the taste of the product, the reputation of the Company, competition, and marketing and distribution support.

The success and acceptance of a product in one state may not be replicated in other states or may be negatively affected by our activities in another state. Any factors preventing or limiting the market acceptance of our products could have a material adverse effect on our business, results of operations, and financial condition.

Business interruptions could delay us in the process of developing our product candidates and could disrupt our product sales.

Loss of our manufacturing facilities, stored inventory, or laboratory facilities through fire, theft, natural disasters, or other causes, or loss of our botanical raw material due to pathogenic infection, waste, destruction, or other causes, could have an adverse effect on our ability to meet demand for our products or to continue product development activities and to conduct our business. Failure to supply our partners with commercial products may lead to adverse consequences.

Climate change concerns could disrupt our businesses, adversely affect client activity levels, adversely affect the creditworthiness of our counterparties, and damage our reputation.

Climate change may cause extreme weather events that, among other things, could damage our facilities and equipment, injure our employees, disrupt operations at one or more of our primary locations, negatively affect our ability to service and interact with our clients, and adversely affect the value of our assets. Any of these events may increase our costs including our costs to insure against these events.

Climate change may also have a negative impact on the financial condition of our clients, which may decrease revenues from those clients and increase the credit exposures to those clients. Additionally, our reputation and client relationships may be damaged as a result of our involvement, or our clients' involvement, in certain industries associated with causing or exacerbating, or alleged to cause or exacerbate, climate change. We also may be negatively impacted by any decisions we make to continue to conduct or change our activities in response to considerations relating to climate change. New regulations or guidance relating to climate change, as well as the perspectives of shareholders, employees, and other stakeholders regarding climate change, may affect whether and on what terms and conditions we engage in certain activities or offer certain products.

Currency fluctuations may reduce our assets and profitability.

We have assets located in foreign countries that are valued in foreign currencies. Fluctuation of the U.S. dollar relative to the foreign currency may adversely affect our assets and profit.

Our business relies heavily on our management team, and any unexpected loss of key officers may adversely affect our operations.

The continued success of our business is largely dependent on the continued services of our key employees. The loss of the services of certain key personnel, without adequate replacement, could have an adverse effect on our performance. Our senior management, as well as the senior management of our subsidiaries, plays a significant role in developing and executing the overall business plan, maintaining client relationships, proprietary processes, and technology. While no one is irreplaceable, the loss of the services of any would be disruptive to our business.

Our quarterly revenue, operating results, and profitability will vary.

Factors that may contribute to the variability of quarterly revenue, operating results, or profitability include:

- Fluctuations in revenue due to the seasonality of the marketplace, which results in uneven revenue and operating results over the year;
- Additions and departures of key personnel;
- Strategic decisions made by us and our competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments, and changes in business strategy; and
- Economic conditions, including but not limited to the adverse impact on operating results due to the COVID-19 pandemic.

We may not successfully register the provisional patents with the USPTO.

We have filed thirty (30) patent applications with the USPTO and also in other different countries in the combination therapy space for the indications of pain, Alzheimer's, medical refractory epilepsy, eating disorders, and Tourette syndrome as part of our intellectual property strategy focused on the phytocannabinoid-based health care industry. Although twelve patents have been issued, there is no guarantee that our remaining applications will result in a successful registration with the USPTO. If we are unsuccessful in registering patents, our ability to create a valuable line of products can be adversely affected. This, in turn, may have a material and adverse impact on the trading price of our common stock.

We may be unable to protect our intellectual property rights and/or intellectual property rights licensed to us and may be subject to intellectual property litigation and infringement claims by third parties.

We intend to protect our intellectual property through limited patents and our unpatented trade secrets and know-how through confidentiality or license agreements with third parties, employees, and consultants, and by controlling access to and distribution of our proprietary information. However, this method may not afford complete protection, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the U.S., and unauthorized parties may copy or otherwise obtain and use our products, processes, or technology. Additionally, there can be no assurance that others will not independently develop similar know-how and trade secrets. We are also dependent upon the owners of intellectual property rights licensed to us under various wholesale license agreements to protect and defend those rights against third party claims. If third parties take actions that affect our rights, the value of our intellectual property, similar proprietary rights or reputation, or the licensors who have granted us certain rights under wholesale license agreements, or we are unable to protect the intellectual property from infringement or misappropriation, other companies may be able to offer competitive products at lower prices, and we may not be able to effectively compete against these companies. We also face the risk of claims that we have infringed third parties' intellectual property rights. Any claims of intellectual property infringement, even those without merit, may require us to:

- defend against infringement claims, which are expensive and time-consuming;
- cease making, licensing, or using, either temporarily or permanently, products that incorporate the challenged intellectual property;
- re-design, re-engineer, or re-brand our products or packaging; or
- enter into royalty or licensing agreements to obtain the right to use a third party's intellectual property.

In the event of claims by third parties for infringement of intellectual property rights, we license from third parties under wholesale license agreements, we could be liable for costs of defending allegations of infringement, and there are no assurances the licensors will either adequately defend the licensed intellectual property rights or that they would prevail in the related litigation. In that event, we would incur additional costs and may be deprived of generating royalties from these agreements.

We may face risks relating to health care privacy and security laws.

We may be subject to various privacy and security regulations, including but not limited to the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), as amended by The Health Information Technology for Economic and Clinical Health Act ("HITECH"), and their respective implementing regulations, including the related final published omnibus rule. HIPAA mandates, among other things, the adoption of uniform standards for the electronic exchange of information in common health care transactions, as well as standards relating to the privacy and security of individually identifiable health information. These obligations would require the Company to adopt administrative, physical, and technical safeguards to protect such information. Among other things, HITECH makes HIPAA's privacy and security standards directly applicable to "business associates" — independent contractors or agents of covered entities that receive or obtain protected health information in connection with providing a service on behalf of a covered entity. HITECH also increased the civil and criminal penalties that may be imposed against covered entities, business associates, and possibly other persons and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorney's fees and costs associated with pursuing federal civil actions. In addition, state laws govern the privacy and security of health information in certain circumstances, some of which are more stringent than HIPAA and many of which differ from each other in significant ways and may not have the same effect, thereby complicating compliance efforts. Failure to comply with these laws, where applicable, can result in the imposition of significant civil and criminal penalties.

Some of our lines of business will rely on third-party service providers to host and deliver services and data, and any interruptions or delays in these hosted services, security or privacy breaches, including cybersecurity attacks or failures in data collection, could expose us to liability claims, increased costs, reduced revenue, and harm our business and reputation.

Our lines of business and services, but especially our development of hemp-based cannabinoid combination therapies for products, and our long-term use and/or development of software to solve critical issues facing the pharmaceutical industry, rely on services hosted and controlled directly by our suppliers and distributors and their third-party service providers. We do not have redundancy for all our systems; many of our critical applications reside in only one of our data centers, and our disaster recovery planning may not account for all eventualities. These facts could cause reputational harm, loss of customers, or loss of future business, thereby reducing our revenue.

Our suppliers and distributors and their third-party service providers hold customer data, some of which is hosted in third-party facilities. A security incident or cybersecurity attack at those facilities or ours may compromise the confidentiality, integrity, or availability of customer data. We have a cybersecurity policy in place; however, unauthorized access to customer data stored on our computers or networks may be obtained through break-ins, breaches of our secure network by an unauthorized party, employee theft or misuse, or other misconduct. It is also possible that unauthorized access to customer data may be obtained through inadequate use of security controls by customers. Accounts created with weak passwords could allow cyber-attackers to gain access to customer data. If there were an inadvertent disclosure of customer information, or if a third party were to gain unauthorized access to the information we possess on behalf of our customers, our operations could be disrupted, our reputation could be damaged, and we could be subject to claims or other liabilities. In addition, such perceived or actual unauthorized disclosure of the information we collect, or breach of our security could damage our reputation, result in the loss of customers, and harm our business.

Hardware or software failures or errors in our systems or those of our suppliers and distributors or their third-party service providers could result in data loss or corruption, cause the information that we collect to be incomplete or contain inaccuracies that our customers regard as significant, or cause us to fail to meet committed service levels. Furthermore, our ability to collect and report data may be delayed or interrupted by several factors, including access to the internet, the failure of our network or software systems, or security breaches. In addition, computer viruses or other malware may harm our systems, causing us to lose data, and the transmission of computer viruses or other malware could expose us to litigation. We may also find, on occasion, that we cannot deliver data and reports in near real time because of several factors, including failures of our network or software. If we supply inaccurate information or experience interruptions in our ability to capture, store and supply information in near real time or at all, our reputation could be harmed, we could lose customers, or we could be found liable for damages or incur other losses.

All our data is stored on the cloud on multiple servers, which helps us mitigate the overall risk of losing data. We are in the process of implementing tighter cybersecurity measures to safeguard against hackers. Complying with these security measures and compliances would incur further costs.

The states in which we and our distributors and suppliers and their service providers operate require that we maintain certain information about our customers and transactions. If we fail to maintain such information, we could be in violation of state laws. Laws and regulations relating to the handling of personal data may impede the adoption of our services or result in increased costs, legal claims, fines against us, or reputational damage.

We face risks associated with the manufacture of our products, which could adversely affect our business and financial results.

We are subject to the risks inherent in manufacturing our products, including industrial accidents, environmental events, strikes and other labor disputes, disruptions in supply chain or information systems, loss or impairment of key manufacturing sites or suppliers, product quality control, safety, increase in commodity prices and energy costs, licensing requirements and other regulatory issues, as well as natural disasters and other external factors over which we have no control. If such an event were to occur, it could have an adverse effect on our business and financial results.

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 digital assets and other cryptocurrencies, either directly or through exchange-traded products ("ETPs") that hold such assets. During the Transition Period, the Company invested approximately $50 thousand in a U.S.-listed digital asset through an ETP during the nine months ended December 31, 2025, which was valued at approximately $38 thousand as of December 31, 2025, that provides exposure to digital assets. The Company does not directly hold cryptocurrencies or other digital tokens. Investments in digital assets are subject to significant risks and volatility:

- **Price Volatility:** The market prices of digital assets 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.

We may not be successful in our artificial intelligence initiatives, which could adversely affect our business, reputation, or financial results.

We are making investments in AI initiatives, including generative AI, to, among other things, recommend relevant unconnected content across our products, enhance our advertising tools, develop new products, and develop new features for existing products. In particular, we expect our AI initiatives will require increased investment in infrastructure and headcount.

There are significant risks involved in developing and deploying AI, and there can be no assurance that the usage of AI will enhance our products or services or be beneficial to our business, including our efficiency or profitability. For example, our AI-related efforts, particularly those related to generative AI, subject us to risks related to harmful content, accuracy, bias, discrimination, toxicity, intellectual property infringement or misappropriation, defamation, data privacy, cybersecurity, and sanctions and export controls, among others. It is also uncertain how various laws related to online services, intermediary liability, and other issues will apply to content generated by AI. In addition, we are subject to the risks of new or enhanced governmental or regulatory scrutiny, litigation, or other legal liability, ethical concerns, negative consumer perceptions as to automation and AI, or other complications that could adversely affect our business, reputation, or financial results.

As a result of the complexity and rapid development of AI, it is also the subject of evolving review by various U.S. governmental and regulatory agencies, and other foreign jurisdictions are applying, or are considering applying, their platform moderation, intellectual property, cybersecurity, and data protection laws to AI and/or are considering general legal frameworks on AI. We may not always be able to anticipate how to respond to these frameworks, given that they are still rapidly evolving. We may also have to expend resources to adjust our offerings in certain jurisdictions if the legal frameworks on AI are not consistent across jurisdictions.

As such, it is not possible to predict all of the risks related to the use of AI, and changes in laws, rules, directives, and regulations governing the use of AI may adversely affect our ability to develop and use AI or subject us to legal liability.

Potential Risks Associated with the Disposal of Non-Core Assets

While our current focus is on advancing our Life Sciences business, we continue to own certain non-core assets, including infrastructure-related properties and equipment. We have not made a formal decision to dispose of these assets, other than “Asset held for sale”. Our decision to dispose of these non-core assets is aimed at monetizing non-core assets, streamlining operations, and optimizing resource allocation. However, if we decide to proceed with a sale, divestiture, or shutdown in the future, we may face various risks, including:

- Impairment charges or write-downs that could negatively impact our financial results and stockholders’ equity;
- Costs related to the termination of leases, contracts, or employee arrangements;
- Challenges in finding suitable buyers or partners, potentially resulting in unfavorable pricing or delayed transactions;
- Regulatory or legal risks associated with asset disposal, including environmental, labor, or tax compliance matters;
- Distraction of management’s attention from our core Life Sciences operations.

Any of these factors could negatively affect our business, financial condition, or results of operations. Investors should be aware of the potential risks associated with this process and its potential impact on our financial performance before investing in our company.

The Company is exposed to the risk of write-downs on the value of its inventory and other assets, in addition to purchase commitment cancellation risk.

The Company records a write-down for product and component inventories that become obsolete or exceed anticipated demand or for which cost exceeds net realizable value. The Company may also accrue necessary cancellation fee reserves for orders of excess products and components. The Company reviews long-lived assets, including capital assets held at its suppliers' facilities and inventory prepayments, for impairment whenever events or circumstances indicate the assets may not be recoverable. If the Company determines that an impairment has occurred, it records a write-down equal to the amount by which the carrying value of the asset exceeds its fair value. Although the Company believes its inventory, capital assets, inventory prepayments, and other assets and purchase commitments are currently recoverable, no assurance can be given that the Company will not incur write-downs, fees, impairments, and other charges given the rapid and unpredictable pace of product obsolescence in the industries in which the Company competes.

The Company orders components for its products and builds inventory in advance of product announcements and shipments. Manufacturing purchase obligations cover the Company's forecasted component and manufacturing requirements, typically for periods of up to 150 days. Because the Company's markets are volatile, competitive, and subject to rapid technology and price changes, there is a risk the Company will forecast incorrectly and order or produce excess or insufficient amounts of components or products or not fully utilize firm purchase commitments.

Our accounting personnel may make unintentional errors.

Given our small size and foreign operations, a small unrectified mistake in the preparation of financial statements and the maintenance of our books and records in accordance with U.S. GAAP and SEC rules and regulations may constitute a material weakness in our internal controls over financial reporting. For more information, please see Item 9A, "Controls and Procedures."

The Company is subject to complex and changing laws and regulations worldwide related to climate change and ESG initiatives, which expose the Company to potential liabilities, increased costs, and other adverse effects on the Company's business.

We are subject to transitional and physical risks related to climate change. Transitional risks include, for example, a disorderly global transition away from fossil fuels that may result in increased energy prices; customer preference for low or no-carbon products; stakeholder pressure to decarbonize assets; or new legal or regulatory requirements that result in new or expanded carbon pricing, taxes, restrictions on greenhouse gas emissions, and increased greenhouse gas disclosure and transparency. These risks could increase operating costs, including the cost of our electricity and energy use or other compliance costs. Physical risks to our operations include water stress and drought, flooding and storm surge, wildfires, extreme temperatures, and storms, which could impact pharmaceutical production, increase costs, or disrupt the supply chains of medicines for patients. Our supply chain is likely subject to these same transitional and physical risks and would likely pass along any increased costs to us. We do not anticipate that these risks will have a material financial impact on the Company in the near term, although there can be no assurance.

Governmental authorities, non-governmental organizations, customers, investors, employees, and other stakeholders are increasingly sensitive to ESG matters, such as equitable access to medicines and vaccines, product quality and safety, diversity, equity and inclusion, environmental stewardship, support for local communities, value chain environmental and social due diligence, corporate governance, and transparency, and addressing human capital factors in our operations. This focus on ESG matters may lead to new expectations or requirements that could result in increased costs associated with the research, development, manufacture, or distribution of our products. Our ability to compete could also be affected by changing customer preferences and requirements, such as growing demand for companies to establish validated Net Zero targets or offer more sustainable products. While we strive to improve our ESG performance and meet our voluntary goals, if we do not meet, or are perceived not to meet, our goals or other stakeholder expectations in key ESG areas, we risk negative stakeholder reaction, including from proxy advisory services, as well as damage to our brand and reputation, reduced demand for our products or other negative impacts on our business and operations. While we monitor a broad range of ESG matters, we cannot be certain that we will manage such matters successfully or that we will successfully meet the expectations of investors, employees, consumers, governments, and other stakeholders.

Risks Related to ownership of our common stock:

Future sales of common stock by us could cause our stock price to decline and dilute your ownership in our Company.

Our certificate of incorporation authorizes the issuance of up to 600,000,000 shares of common stock, par value of $0.0001 per share, and 1,000,000 shares of preferred stock, par value of $0.0001 per share. We are not restricted from issuing additional shares of our common stock or preferred stock, including any securities that are convertible into or exchangeable for or that represent the right to receive common stock or preferred stock or any substantially similar securities. The market price of our common stock could decline as a result of sales of a large number of shares of our common stock by us in the market or the perception that such sales could occur. If we raise funds by issuing additional securities in the future or stock options to purchase our common stock are exercised, the newly issued shares will also dilute your percentage ownership in our Company.

Our common stock price has fluctuated considerably and has recently reached our highest price levels, which may not be sustained.

The market price of shares of our common stock has fluctuated substantially in recent years and is likely to fluctuate significantly from its current level. Our common stock has also been volatile, with our 36-week closing price range being at a low of $0.27 and a high of $0.47 per share. Future announcements concerning the introduction of new products, services, or technologies or changes in product pricing policies by us or our competitors, or changes in earnings estimates by analysts, among other factors, could cause the market price of our common stock to fluctuate substantially. Also, stock markets have experienced extreme price and volume volatility in the last year. This volatility has had a substantial effect on the market prices of securities of many public companies for reasons frequently unrelated to the operating performance of the specific companies. These broad market fluctuations may also cause declines in the market price of our common stock. Investors seeking short-term liquidity should be aware that we cannot assure you that the stock price will continue at these or any higher levels.

The Market Price of Our Common Stock Has Been and May Continue to Be Volatile.

The market price of our common stock has experienced significant volatility and may continue to fluctuate materially in response to numerous factors, many of which are beyond our control. These factors include, among others:

- the timing, progress, and results of our clinical trials;
- announcements regarding capital raising activities, including the issuance of equity securities;
- our liquidity position and cash runway;
- changes in market conditions affecting clinical-stage biotechnology companies;
- general economic, geopolitical, and capital market conditions; and
- trading volume and the limited public float of our common stock.

Because we are a clinical-stage company with limited revenue and ongoing operating losses, our stock price may be more sensitive to market expectations and external developments than the stock prices of more established companies. Significant volatility in the market price of our common stock could result in substantial losses for investors and may adversely affect our ability to access the capital markets.

If We Fail to Maintain Compliance with NYSE American Continued Listing Standards, Our Common Stock Could Be Delisted.

Our common stock is listed on the NYSE American. Continued listing is subject to compliance with various quantitative and qualitative continued listing standards, including minimum bid price and other financial requirements. If we fail to satisfy the NYSE American's continued listing standards, the exchange may initiate delisting proceedings.

Furthermore, under new NYSE American rules expected to take effect in October 2026, the exchange may immediately commence delisting proceedings if the closing price of our common stock is $0.25 or less on any trading day. If our stock price falls below this threshold, we would not be entitled to the traditional cure periods typically available for other price-based deficiencies, which could result in an immediate and accelerated delisting.

To avoid such a delisting, we may be required to implement a reverse stock split to increase the per-share market price of our common stock. However, there can be no assurance that a reverse stock split, if implemented, will result in a sustained increase in the market price of our common stock or that we will be able to maintain compliance with the minimum price requirements over the long term. A reverse stock split could also be viewed negatively by the market, potentially leading to increased volatility or a further decline in our market capitalization. A delisting of our common stock could adversely affect the liquidity and market price of our common stock, limit our access to capital markets, reduce analyst coverage, and impair our ability to execute our business strategy.

A possible "short squeeze" due to a sudden increase in demand of our common stock that largely exceeds supply may lead to further price volatility in our common stock.

Investors may purchase shares of our common stock to hedge existing exposure in our common stock or to speculate on the price of our common stock. Speculation on the price of our common stock may involve long and short exposures. To the extent aggregate short exposure exceeds the number of shares of our common stock available for purchase in the open market, investors with short exposure may have to pay a premium to repurchase our common stock for delivery to lenders of our common stock. Those repurchases may, in turn, dramatically increase the price of our common stock until investors with short exposure are able to purchase additional shares of common stock to cover their short position. This is often referred to as a "short squeeze." A short squeeze could lead to volatile price movements in shares of our common stock that are not directly correlated to the performance or prospects of our Company, and once investors purchase the shares necessary to cover their short position, the price of our common stock may decline. We believe that the recent volatility in our common stock may be due, in part, to short squeezes that may be temporarily increasing the price of our common stock, which could result in a loss of some or all of your investment in our common stock.

Our management team will have broad discretion over the use of Company funds.

Our management will use their discretion to direct the use of Company funds. We intend to use the net proceeds from the sale of IGC shares in ATM offerings, sales proceeds, sale of capital assets, and other funds to fund working capital and capital expenditure requirements. It may also be used for clinical trials, share repurchases, debt repayments, and investments, including but not limited to mutual funds, treasury bonds, cryptocurrencies, and other asset classes. Management's judgments may not result in positive returns on investor investment, and the investor will not have an opportunity to evaluate the economic, financial, or other information upon which the Management bases its decisions. The Company may invest the funds, pending their use, in a manner that does not produce income or that loses value. The failure of management to apply these funds effectively could result in financial losses, and these financial losses could have a material adverse effect on our business and cause the price of our common stock to decline.

Our publicly filed reports are subject to review by the SEC, and any significant changes or amendments required as a result of any such review may result in material liability to us and may have a material adverse impact on the trading price of our common stock.

The reports of publicly traded companies are subject to review by the SEC from time to time for the purpose of assisting companies in complying with applicable disclosure requirements, and the SEC is required to undertake a comprehensive review of a company's reports at least once every three years under the Sarbanes-Oxley Act of 2002. SEC reviews may be initiated at any time. We could be required to modify, amend, or reformulate information contained in prior filings as a result of an SEC review, as well as the state in filings that we have inadequate control or expertise over financial reporting. Any modification, amendment, or reformulation of information contained in such reports could be significant and result in material liability to us and have a material and adverse impact on the trading price of our common stock.

We do not anticipate declaring any cash dividends on our common stock.

We have never declared or paid cash dividends on our common stock and do not plan to pay any cash dividends in the near future. Our current policy is to retain all funds and earnings for use in the operation and expansion of our business.

Maryland anti-takeover provisions and certain anti-takeover effects of our Charter and Bylaws may inhibit a takeover at a premium price that may be beneficial to our stockholders.

Maryland anti-takeover provisions and certain anti-takeover effects of our charter and bylaws may be utilized, under some circumstances, as a method of discouraging, delaying, or preventing a change of control of our Company at a premium price that would be beneficial to our stockholders. For more detailed information about these provisions, please see "Anti-takeover Law, Limitations of Liability and Indemnification" as follows:

Business Combinations

Under the Maryland General Corporation Law, some business combinations, including a merger, consolidation, share exchange, or, in some circumstances, an asset transfer or issuance or reclassification of equity securities, are prohibited for a period of time and require an extraordinary vote. These transactions include those between a Maryland corporation and the following persons (a "Specified Person"):

An interested stockholder who is defined as any person (other than a subsidiary) who beneficially owns 10% or more of the corporation's voting stock or who is an affiliate or an associate of the corporation who, at any time within a two-year period prior to the transaction, was the beneficial owner of 10% or more of the voting power of the corporation's voting stock; or an affiliate of an interested stockholder.

A person is not an interested stockholder if the board of directors approves in advance the transaction by which the person otherwise would have become an interested stockholder. The board of directors of a Maryland corporation also may exempt a person from these business combination restrictions prior to the time the person becomes a Specified Person and may provide that its exemption be subject to compliance with any terms and conditions determined by the board of directors. Transactions between a corporation and a Specified Person are prohibited for five years after the most recent date on which such stockholder becomes a Specified Person. After five years, any business combination must be recommended by the board of directors of the corporation and approved by at least 80% of the votes entitled to be cast by holders of voting stock of the corporation and two-thirds of the votes entitled to be cast by holders of shares other than voting stock held by the Specified Person with whom the business combination is to be effected, unless the corporation's stockholders receive a minimum price as defined by Maryland law and other conditions under Maryland law are satisfied.

A Maryland corporation may elect not to be governed by these provisions by having its board of directors exempt various Specified Persons, by including a provision in its charter expressly electing not to be governed by the applicable provision of Maryland law, or by amending its existing charter with the approval of at least 80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation and two-thirds of the votes entitled to be cast by holders of shares other than those held by any Specified Person. Our Charter does not include any provision opting out of these business combination provisions.

Control Share Acquisitions

The Maryland General Corporation Law also prevents, subject to exceptions, an acquirer who acquires sufficient shares to exercise specified percentages of the voting power of a corporation from having any voting rights except to the extent approved by two-thirds of the votes entitled to be cast on the matter not including shares of stock owned by the acquiring person, any directors who are employees of the corporation and any officers of the corporation. These provisions are referred to as the control share acquisition statute.

The control share acquisition statute does not apply to shares acquired in a merger, consolidation, or share exchange if the corporation is a party to the transaction, or to acquisitions approved or exempted prior to the acquisition by a provision contained in the corporation's charter or bylaws. Our Bylaws include a provision exempting us from the restrictions of the control share acquisition statute, but this provision could be amended or rescinded either before or after a person acquired control shares. As a result, the control share acquisition statute could discourage offers to acquire our common stock and could increase the difficulty of completing an offer.

Board of Directors

The Maryland General Corporation Law provides that a Maryland corporation which is subject to the Exchange Act and has at least three outside directors (who are not affiliated with an acquirer of the company) under certain circumstances may elect by resolution of the board of directors or by amendment of its charter or bylaws to be subject to statutory corporate governance provisions that may be inconsistent with the corporation's charter and bylaws. Under these provisions, a board of directors may divide itself into three separate classes without the vote of stockholders such that only one-third of the directors are elected each year. A board of directors classified in this manner cannot be altered by amendment to the charter of the corporation. Further, the board of directors may, by electing to be covered by the applicable statutory provisions and notwithstanding the corporation's charter or bylaws:

- provide that a special meeting of stockholders will be called only at the request of stockholders entitled to cast at least a majority of the votes entitled to be cast at the meeting;
- reserve for itself the right to fix the number of directors;
- provide that a director may be removed only by the vote of at least two-thirds of the votes entitled to be cast generally in the election of directors; and
- retain for itself the sole authority to fill vacancies created by an increase in the size of the board or the death, removal, or resignation of a director.

In addition, a director elected to fill a vacancy under these provisions serves for the balance of the unexpired term instead of until the next annual meeting of stockholders. A board of directors may implement all or any of these provisions without amending the charter or bylaws and without stockholder approval. Although a corporation may be prohibited by its charter or by resolution of its board of directors from electing any of the provisions of the statute, we have not adopted such a prohibition. We have adopted a staggered board of directors with three separate classes in our charter and given the board the right to fix the number of directors, but we have not prohibited the amendment of these provisions. The adoption of the staggered board may discourage offers to acquire our common stock and may increase the difficulty of completing an offer to acquire our stock. If our Board chooses to implement the statutory provisions, it could further discourage offers to acquire our common stock and could further increase the difficulty of completing an offer to acquire our common stock.

Effect of Certain Provisions of our Charter and Bylaws

In addition to the Charter and Bylaws provisions discussed above, certain other provisions of our Bylaws may have the effect of impeding the acquisition of control of our Company by means of a tender offer, proxy fight, open market purchases, or otherwise in a transaction not approved by our Board of Directors. These provisions of the Bylaws are intended to reduce our vulnerability to an unsolicited proposal for the restructuring or sale of all or substantially all of our assets or an unsolicited takeover attempt, which our Board believes is otherwise unfair to our stockholders. These provisions, however, also could have the effect of delaying, deterring, or preventing a change in control of our Company.

Our Bylaws provide that with respect to annual meetings of stockholders, (i) nominations of individuals for election to our Board of Directors and (ii) the proposal of business to be considered by stockholders may be made only pursuant to our notice of the meeting, by or at the direction of our Board of Directors, or by a stockholder who is entitled to vote at the meeting and has complied with the advance notice procedures set forth in our Bylaws.

Special meetings of stockholders may be called only by the chief executive officer, the board of directors or the secretary of our Company (upon the written request of the holders of a majority of the shares entitled to vote). At a special meeting of stockholders, the only business that may be conducted is the business specified in our notice of meeting. With respect to nominations of persons for election to our Board of Directors, nominations may be made at a special meeting of stockholders only pursuant to our notice of meeting, by or at the direction of our Board of Directors, or if our Board of Directors has determined that directors will be elected at the special meeting, by a stockholder who is entitled to vote at the meeting and has complied with the advance notice procedures set forth in our Bylaws.

These procedures may limit the ability of stockholders to bring business before a stockholders meeting, including the nomination of directors and the consideration of any transaction that could result in a change in control and that may result in a premium to our stockholders.

Our executive officers and large shareholders concentrated insider ownership of our common stock, which will limit your influence on corporate matters.

As of March 11, 2026, our executive officers and largest shareholders beneficially owned 17.84% based on 98,796,089 outstanding shares of common stock. As a result, our insiders have the ability to influence our management and affairs through the election and removal of our Board and all other matters requiring stockholder approval, including any future merger, consolidation, or sale of all or substantially all of our assets. This concentrated voting power could discourage others from initiating any potential merger, takeover, or other change-of-control transaction that may otherwise be beneficial to our stockholders. Further, this concentrated insider ownership will limit the practical effect of your influence over our business and affairs, through any stockholder vote or otherwise. Any of these effects could depress the price of our common stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

At IGC, we are committed to maintaining the confidentiality, integrity, and availability of our information systems and data. As part of this commitment, we have implemented a comprehensive cybersecurity program to protect against unauthorized access, use, disclosure, modification, or destruction of our information assets. We are committed to ensuring the security and protection of our company's information assets and the personal information of our employees, customers, and stakeholders.

We recognize that cybersecurity threats are constantly evolving and have the potential to cause significant harm to our company and our stakeholders. In order to address these risks, we have established a cybersecurity risk management framework that is aligned with industry best practices and regulatory requirements.

Our program includes regular risk assessments, vulnerability management, access controls, incident response planning, and employee training and awareness programs. We also work closely with third-party service providers to ensure that they are meeting our cybersecurity standards.

In the event of a cybersecurity incident, we have established procedures for prompt investigation, containment, and remediation to minimize the impact on our operations and stakeholders. We believe that our cybersecurity program is robust and effective, and we will continue to invest in and improve our capabilities to address evolving threats, although there can be no assurance, that our cybersecurity program will prevent all incidents. We are committed to transparency and will provide updates on any material cybersecurity incidents that may impact our company or our stakeholders.

The Company's cybersecurity processes are integrated into its broader risk management activities through periodic risk assessments, access-control reviews, third-party service provider oversight, incident-response protocols, backup and recovery procedures, and employee training. Management considers risks associated with cybersecurity primarily with its use of cloud-based systems and third-party vendors that host, process, or store Company information.

During the nine months ended December 31, 2025, we did not identify any cybersecurity threats that have materially affected or are reasonably likely to materially affect our business strategy, results of operations, or financial condition. However, despite our efforts, we cannot eliminate all risks from cybersecurity threats or provide assurances that we have not experienced undetected cybersecurity incidents. For additional information about these risks, see Part I, Item 1A, "Risk Factors" in this Transition Report on Form 10-KT.

Governance

Our board of directors addresses the Company's cybersecurity risk management as part of its general oversight function. The board of directors' audit committee is responsible for overseeing the Company's cybersecurity risk management processes, including oversight and mitigation of risks from cybersecurity threats.

Our cybersecurity risk assessment and management processes are implemented and maintained by certain Company management, including our IT Lead. Our IT Lead has 5 years of experience in roles that include oversight of cybersecurity risk management programs. In addition, the IT Lead is assisted by an external agency with about 15 years of expertise in cybersecurity.

Our IT Lead is responsible for hiring appropriate personnel, helping to integrate cybersecurity risk considerations into the Company's overall risk management strategy, communicating key priorities to relevant personnel, helping prepare for cybersecurity incidents, approving cybersecurity processes, and reviewing security assessments and other security-related reports.

Our cybersecurity incident response processes are designed to escalate certain cybersecurity incidents to members of management depending on the circumstances, including the CEO, who help the Company mitigate and remediate cybersecurity incidents of which they are notified. In addition, the Company's incident response processes include reporting to the audit committee for certain cybersecurity incidents.

The audit committee will receive periodic reports from our management concerning cybersecurity issues, including certain threats and risks and the processes the Company has implemented to address them, as applicable. The audit committee also has access to various reports, summaries or presentations related to cybersecurity threats, risk, and mitigation.

ITEM 2. PROPERTIES

Our corporate headquarters is located in Potomac, Maryland. We own approximately 40,000 square feet of property used for general management and R&D operations. In addition, we have leases in the U.S. and internationally that are used for sales, storage, accounting, management, and R&D. During the Transition Period, the Company discontinued its leased facility in Vancouver, Washington, and no longer maintains a direct operating presence at that location. The Company believes its existing facilities, which are used by all reportable segments, are in good operating condition and suitable for conducting its business.

Please refer to Note 6 – "Property, Plant and Equipment", and Note 7 – "Dispositions and Disposals", for more information on Part II, Item 8.

ITEM 3. 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 December 31, 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 nine months ended December 31, 2025, the Company met with the prosecutors and pressed the urgency of moving the case through the legal system.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the NYSE American under "IGC" symbol with CUSIP number 45408X308. The common stock of the Company is also quoted on the Frankfurt, Berlin, and Stuttgart (XETRA2) stock exchanges in Germany (ticker symbol: IGS1). We also have 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 & Trust, to separate their units into common stock.

Further information on the securities can be referred to in Note 13, "Securities" of Part II, Item 8.

Securities authorized for issuance under equity compensation plans

The following table shows, as of December 31, 2025, information regarding outstanding awards available under our compensation plans (including individual compensation arrangements) under which our equity securities may be delivered.

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights (in thousands)	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities available for future issuance (excluding shares in column (a) (in thousands)
Equity compensation plans approved by security holders:			
2018 Omnibus Incentive Plan [1]	4,375	$ 0.31	-
Special Grant [2]	17,679	$ 0.42	461

(1) Consists of our 2018 Omnibus Incentive Plans, as approved by our stockholders on November 8, 2017. See Note 14, "Stock-Based Compensation" of the Notes to the Consolidated Financial Statements included in this report.

(2) Consists of 2 million shares as a special grant of common stock, as approved by our stockholders on January 7, 2020; 2.5 million shares as a special grant of common stock, as approved by our stockholders on January 11, 2021; 3.5 million shares as a special grant of common stock, as approved by our stockholders on October 15, 2021; 3 million shares as a special grant of common stock, as approved by stockholders on September 9, 2022; 3 million shares as special grant of common stock, as approved by stockholders on August 18, 2023; 5 million shares as special grant of common stock, as approved by stockholders on August 23, 2024; and 5 million shares as special grant of common stock, as approved by stockholders on October 10, 2025.

Holders of Record

As of March 11, 2026, we had approximately 73 registered shareholders of record of our common stock and 2 registered unit holders. The number of record holders does not include persons who held our common stock in nominee or "street name" accounts through brokers. Continental Stock Transfer & Trust Company is the transfer agent and registrar for our common stock.

Dividend policy

We have not declared or paid any dividends on our common stock. We currently anticipate that we will retain future earnings, if any, for the development, operation, and expansion of our business and do not anticipate declaring or paying any dividends in the foreseeable future. Any future determinations related to the dividend policy will be made at the discretion of our Board of Directors.

Unregistered sales of equity securities

During the nine months ended December 31, 2025, the Company entered into a Share Purchase Agreement (the "2025 SPA") 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 SPA. The investment is subject to customary closing conditions, including NYSE approval. As per the 2025 SPA, 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 Securities Act.

Purchases of equity securities by the issuer and affiliated purchasers

None.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion and analysis of our financial condition and results of operations for the nine months ended December 31, 2025, and the nine months ended December 31, 2024. This discussion and analysis should be read in conjunction with our Consolidated Financial Statements and related notes and the other financial information included elsewhere in this Transition Report on Form 10-KT. This discussion contains forward-looking statements that involve significant risks and uncertainties. As a result of many factors, such as those set forth under "Item 1.A. Risk Factors", "Forward Looking Statements and Important Factors" and elsewhere in this Transition Report on Form 10-KT, our actual results may differ materially from those anticipated in these forward-looking statements.

The risks and uncertainties can cause actual results to differ significantly from those in our forward-looking statements or from those implied by historical results and trends. 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 specifically 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 set forth in the forward-looking statements.

Overview

IGC Pharma, Inc. ("IGC," the "Company," "we," "us," or "our") is a clinical-stage biotechnology company focused on the development of novel therapeutic candidates for neuropsychiatric and neurodegenerative disorders, with a primary emphasis on Alzheimer's disease. Our core strategy is to address high-burden symptoms and underlying disease mechanisms through differentiated pharmaceutical formulations, supported by targeted clinical development and data-driven research approaches.

Our lead product candidate, **IGC-AD1**, is currently being evaluated in the CALMA clinical trial for the treatment of agitation in Alzheimer's dementia, a neuropsychiatric condition affecting a substantial proportion of patients and associated with significant patient distress, caregiver burden, and healthcare utilization. In addition to symptom management, preclinical studies of IGC-AD1 suggest activity against biological pathways associated with Alzheimer's disease pathology, supporting its potential evaluation in broader disease-modifying contexts.

Beyond IGC-AD1, our development pipeline includes additional early-stage therapeutic candidates targeting Alzheimer's disease mechanisms, including **TGR-63** and other investigational compounds currently in preclinical evaluation. These programs are intended to expand our long-term development portfolio while maintaining a disciplined focus on clinical execution and capital efficiency.

The Company is also developing **MINT-AD**, a proprietary, artificial intelligence, enabled data platform designed to support risk stratification and longitudinal assessment in Alzheimer's disease using multimodal datasets. MINT-AD is intended as a clinical and research decision-support tool and is not currently approved as a diagnostic device.

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 CALMA 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 represent 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 sold over-the counter ("OTC").

MINT-AD – Artificial Intelligence Platform

Overview

The Company is developing a proprietary Multimodal Interpretable Transformer for Alzheimer's Disease ("MINT-AD"). MINT-AD is an artificial intelligence ("AI") platform designed to enhance the detection and management of Alzheimer's disease ("AD") by providing clinicians with scalable, interpretable, and predictive diagnostic support. The platform is engineered to transition AD diagnostics from specialized, high-cost environments—such as neurology clinics utilizing Positron Emission Tomography ("PET") scans—to primary care settings, rural areas, and underserved populations.

The Market Opportunity and Diagnostic Gap

According to the World Alzheimer Report, an estimated 400 million individuals globally may carry AD-related pathology prior to the onset of clinical symptoms. Currently, a significant "diagnostic gap" exists due to a lack of accessible early-detection tools for primary care physicians. This gap leads to delayed diagnoses, reduced eligibility for clinical trials, and sub-optimal patient outcomes. MINT-AD is intended to bridge this gap by offering a cost-effective, non-invasive alternative for early cognitive risk assessment.

Proprietary Technology and Architecture

MINT-AD leverages a "Transformer" architecture—a state-of-the-art deep learning model—to harmonize and analyze diverse, multimodal datasets. The platform processes a wide array of data sources to produce clinically actionable insights, including:

- **Neuroimaging and Biomarkers:** High-resolution brain scans and genetic risk factors;
- **Lifestyle and Environmental Data:** Social determinants of health and longitudinal patient history; and
- **Cognitive Metrics:** Quantitative performance data and clinical observations.

Competitive Advantage: Explainable AI ("XAI") and Regulatory Alignment A core component of MINT-AD is its "interpretability." Unlike "black box" AI models that provide outputs without clinical context, MINT-AD utilizes "attention mechanisms" to identify and highlight the specific data points—such as regional brain atrophy or genetic markers—that drive its risk assessments.

Management believes this interpretability provides a significant competitive advantage in two key areas:

- **Regulatory Pathway:** The platform is being developed to align with current regulatory standards, including the 2026 U.S. Food and Drug Administration ("FDA") guidance on Clinical Decision Support ("CDS") software, which emphasizes transparency and the ability of a clinician to independently review the basis for an AI-generated recommendation.
- **Clinical Adoption:** By providing an "audit trail" for its findings, MINT-AD is designed to foster physician trust, reduce clinical liability, and encourage integration into standard hospital and general practice workflows.

Use of MINT-AD

The Company is positioning MINT-AD as a practical, AI-driven assistant for healthcare providers. The platform is designed to support the clinical workflow through three primary objectives:

- **Risk Stratification –** Utilizing AI to analyze multimodal data and identify individuals at high risk of Alzheimer's disease. This enables physicians to prioritize screening for at-risk patients within their practice, particularly in settings where access to specialists and expensive neuroimaging is limited.
- **Predictive Modeling –** Forecasting cognitive decline trajectories two to five years in advance. By identifying potential decline before clinical symptoms manifest, MINT-AD provides a window for early intervention, preventative care strategies, and timely enrollment in clinical trials.
- **Structured Plan Support –** Assisting the clinician in creating a structured intervention plan for the individual. This step moves beyond diagnosis by leveraging the platform's interpretable insights to help physicians tailor personalized care plans, monitor disease progression, and manage long-term patient outcomes

Our Business Strategy

The business strategy includes:

- Completing the CALMA trial.
- Completing AHA and MINT-AD.
- Advancing tox studies to enable disease modifying trials with IGC-AD1.
- Applying for non-dilutive grants.
- Advancing TGR-63 as a potential therapeutic for AD.
- Strengthening clinical credibility and visibility.

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 CALMA trial on IGC-AD1, and deploying AHA and MINT-AD.

Change in Fiscal Year and Transition Period

In December 2025, our Board of Directors (the “Board”) approved a change in the fiscal year end of the Company from March 31 to December 31. As a result of this change, we are filing this Transition Report on Form 10-KT for the nine-month transition period ended December 31, 2025. The change in fiscal year ends on a prospective basis and does not adjust operating results for prior periods. References to our previous fiscal years mean the fiscal years ending on March 31. The Company’s fiscal year 2026 commenced on January 1, 2026. References herein to “Transition Period” refer to the nine-month period ended December 31, 2025.

This Transition Report covers nine months and should be read accordingly. Period-to-period comparisons may be impacted by the shorter reporting period and are not necessarily indicative of full-year results. This Transition Report covers a nine-month period (April 1 - December 31, 2025) due to our fiscal year change. Accordingly, results are not directly comparable to our prior full-year results. To enhance comparability, we have provided both: (i) Unaudited Nine months ended December 31, 2024 (comparable period), and (ii) Audited Year ended March 31, 2025 (prior full fiscal year)

The Global Economic Environment

In addition to the industry-specific factors, such as regulations around cannabinoid research, we are exposed to economic cycles. Factors in the global economic environment that may impact our operations include, among other things, currency fluctuations, capital and exchange controls, global economic conditions including inflation, restrictive government actions, changes in intellectual property, legal protections and remedies, trade regulations, tax laws and regulations and procedures and actions affecting approval, production, pricing, and marketing of our products, as well as impacts of political or civil unrest or military action, terrorist activity, unstable governments, and legal systems, inter-governmental disputes, public health outbreaks, epidemics, pandemics, natural disasters or disruptions related to climate change.

Business Updates

During the Transition Period, the Company continued to advance the CALMA clinical trial evaluating IGC-AD1 for the treatment of agitation associated with Alzheimer's disease.

- On December 19, 2025, the Company announced that the United States Patent and Trademark Office ("USPTO") had officially issued U.S. Patent No. 12,491,200, covering the Company's novel microdose-based cannabinoid treatment of stuttering (stammering) and Tourette's Syndrome. This patent builds upon IGC Pharma's expanding cannabinoid IP estate and represents a significant step forward for the Company's strategy to advance safe, targeted, next-generation neurological therapies under pharmaceutical dosing standards.

- On December 9, 2025, the Company announced that they have reached a key enrollment milestone of 65% for its ongoing CALMA clinical trial evaluating IGC-AD1 for the treatment of agitation in AD. This milestone marks a significant step in advancing IGC-AD1, the Company's proprietary formulation, and demonstrates continued strong momentum toward full enrollment consistent with the goal of completing the trial in early 2026.

- On November 25, 2025, the Company announced advances in MINT-AD, the Multimodal Interpretable Transformer for Alzheimer's. Leveraging data from the Health and Retirement Study ("HRS") International Family of Studies, IGC Pharma aims to identify unknown socioeconomic risk factors and their interactions influencing aging and cognitive decline. This initiative is part of IGC Pharma's broader mission to revolutionize Alzheimer's treatment with precision medicine and AI-driven insights.

- On November 13, 2025, the Company announced that the USPTO had granted the Company U.S. Patent No. 12,465,589, titled "Methods and Composition for Treating CNS Disorders." The patent covers the proprietary formulation used in IGC-AD1, the Company's lead drug candidate currently being evaluated in the Phase 2 CALMA trial for agitation in AD.

- On November 3, 2025, the Company announced an expansion of its AI-powered in-Silico drug discovery platform. The company is now integrating more methodologies, including retrosynthetic analysis, molecular docking, toxicology and genotoxic assessments, and predictive bioactivity modeling, to accelerate the identification and optimization of therapeutic candidates for AD and related disorders.

- During the nine-month period ended December 31, 2025, the Company expanded its clinical site network to support enrollment and data collection. In addition, the Company reported continued progress in patient enrollment and remained focused on completing enrollment in accordance with the trial protocol.

- On October 14, 2025, the Company announced the expansion of its ongoing CALMA clinical trial evaluating investigational drug candidate IGC-AD1 for agitation in AD. The trial has officially opened a new site at the University of South Florida's Department of Psychiatry and Behavioral Neurosciences, under the leadership of Principal Investigator Dr. Ram Bishnoi.

- On October 7, 2025, the Company announced in-vitro findings for IGC-1C, a low–molecular–weight compound. The data are consistent with IGC-1C acting as a modulator of the tau protein's liquid–liquid phase separation ("LLPS"), an emerging and critical pathway implicated in the earliest stages of Alzheimer's disease and related tauopathies.

- During the nine months ended December 31, 2025, the Company received a working capital loan of approximately $146 thousand from Ms. Claudia Grimaldi, the Company's Principal Financial Officer. For more information, please refer to Item 3, "Certain Relationships and Related Transactions, and Director Independence".

- During the nine months ended December 31, 2025, the Company raised approximately $5.2 million, net through a combination of private placement subscription agreements and at-the-market ("ATM") equity issuances. Proceeds were used primarily to fund clinical development activities, working capital requirements, and general corporate purposes. Please refer to Note 13 – "Securities" for more information.

Clinical trial activities are subject to inherent uncertainties, including patient enrollment rates, protocol adherence, regulatory oversight, and data integrity, any of which could materially affect trial timelines or results. The CALMA trial remains ongoing to complete 146 patients.

Results of Operations

The following table presents an overview of our results of operations for the nine months ended December 31, 2025, and 2024:

Statement of Operations (in thousands)

	Nine Months Ended December 31,			
	(Audited) **2025 ($)**	***(Unaudited)*** ***2024*** ***($)***	**Change ($)**	**Percent Change**
Revenue	869	941	(72)	(8)%
Cost of revenue	(572)	(476)	(96)	20%
Gross profit	**297**	**465**	**(168)**	**(36)%**
Selling, general, and administrative expenses	(4,121)	(3,841)	(281)	7%
Research and development expenses	(3,921)	(2,658)	(1,263)	48%
Operating loss	**(7,745)**	**(6,034)**	**(1,712)**	**28%**
Other income, net	3,599	110	3,490	3,173%
Loss before income taxes	**(4,146)**	**(5,924)**	**1,778**	**(30)%**
Income tax expense/benefit	-	-	-	-
Net loss attributable to common stockholders	**(4,146)**	**(5,924)**	**1,778**	**(30)%**

Revenue – Revenue was approximately $869 thousand and $941 thousand for the nine months ended December 31, 2025, and 2024, respectively. Revenue in both periods was primarily derived from our Life Sciences segment, which involved providing white-label manufactured products and sales of in-house products, among others. There is a decrease in revenue as our core focus is on advancing IGC-AD1, completing the CALMA trial, and developing MINT-AD for the early diagnosis of Alzheimer's disease. In addition, there was a planned transition period associated with the disposition of the Company's Vancouver manufacturing facility pursuant to the Favorable Contract between the Company and the Buyer. During this period, production and fulfilment activities were reduced as operations were transferred to the Buyer under the Favorable Contract. For more information, please refer to Note 7 – "Dispositions and Disposals".

Cost of revenue – Cost of revenue amounted to approximately $572 thousand for the nine months ended December 31, 2025, compared to $476 thousand for the nine months ended December 31, 2024, this represents gross margins of 34% and 49%, respectively. The cost of revenue is primarily attributable to the cost of raw materials, labor, and other direct overheads required to produce our products in the Life Science segment. Typically, the gross margin in the Life Sciences business will fluctuate from one quarter to another based on the mix within the Life Sciences business between white label, private label, and branded products. There is insufficient revenue to model or project gross margins. In the near term, the Company expects gross margins to remain lower than historical levels as operations stabilize and supply chain arrangements are transitioned to third-party manufacturers. While the transition may result in a temporary reduction in gross margins, management believes the transaction provides long-term operational efficiencies and improved financial flexibility.

Selling, general, and administrative (SG&A) expenses –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 nine months ended December 31, 2025, SG&A expenses increased by approximately $281 thousand or 7% to approximately $4.1 million as compared to approximately $3.8 million during the nine months ended December 31, 2024. The increase of $281 thousand is attributed to an increase in non-cash expenses of approximately $349 thousand related to share-based compensation and a one-time expense of approximately $25 thousand, partially offset by decreases in depreciation, investor relations, insurance, and Vancouver-related operating expenses.

Research and Development (R&D) expenses – R&D expenses were attributed to our Life Sciences segment. The R&D expenses increased by approximately $1.3 million or 48% to approximately $4 million during the nine months ended December 31, 2025, from approximately $2.7 million. It is primarily attributable to the progression of CALMA trials on IGC-AD1 and pre-clinical studies on the other small molecule assets. We anticipate increased R&D expenses as the development of our other small molecule assets targeting Alzheimer's and the CALMA trial on Alzheimer's expands.

Other Income, net – Other net income increased by approximately $3.5 million or 3,173% during the nine months ended December 31, 2025. As a result, the total other income for the nine months ended December 31, 2025, and 2024, is approximately $3.6 million and $110 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. Increase in other income is attributed to approximately $1.1 million profit from the disposition of assets and approximately $2.1 million non-cash benefit of disposal of subsidiary from the reclassification of accumulated foreign currency translation adjustments from accumulated other comprehensive income to earnings, please refer to Note -7 "Dispositions and Disposals", and received the tax credit of approximately $262 thousand.

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", Note 11, "Loans and Other Liabilities," and Note 9, "Leases" in Item 1 of this report for further information on the Company's commitments and contractual obligations.

Pursuant to the Master Loan and Security Agreement (the "Credit Agreement") with O-Bank, Co., Ltd., the Company successfully obtained a working capital credit facility totaling $12 million. In addition, the Company raised approximately $5.2 million in exchange for approximately 14 million shares, which includes 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 3,583,330 shares of our common stock, for a total purchase price of $1,075,000, or $0.30 per share, subject to the terms and conditions set forth in the 2025 SPAs. The equity transactions and the credit facility serve to minimize ongoing liquidity requirements and ensure the Company's ability to sustain its operations.

On October 27, 2023, the Company entered into a Sales Agreement (the "Sales Agreement") with A.G.P./Alliance Global Partners (the Agent) pursuant to which the Company may offer and sell, from time to time, through the Agent, as sales agent and/or principal, shares of its common stock having an aggregate offering price of up to $60 million, subject to certain limitations on the amount of Common Stock that may be offered and sold by the Company set forth in the Sales Agreement (the "Offering"). As of December 31, 2025, the Company has sold approximately $4.5 million, gross under the Sales Agreement.

On September 29, 2025, the Company entered into the Sale Agreement, pursuant to which the Company sold assets associated with its Vancouver, Washington facility for approximately $2.7 million, subject to the satisfaction of certain closing conditions. The facility had previously generated an annual net cash outflow of approximately $600 thousand from fixed overhead and non-core manufacturing operations. The sale eliminates the recurring cash loss while preserving preferential supply rights that allow the Company to continue sourcing formulations at competitive pricing from 2027 onward. The Company also retains a contingent 10% interest in any future sale of the business by the Buyer. Please refer to Note 7 – "Dispositions and Disposals" and Item 5 – "Other Information".

The Company invested approximately $50 thousand in a U.S.-listed digital asset through an ETP during the nine months ended December 31, 2025, which is approximately valued at $38 thousand as of December 31, 2025. The investment is classified as a short-term marketable security and is marked to market each period. The Company does not directly hold cryptocurrencies or other digital tokens.

The equity transactions 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 placements 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.

The Company expects to raise capital for its trials as and when it is able to do so, but there can be no assurance thereof. 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 Form S-3 to raise capital through at-the-market offerings or otherwise.

Please refer to Item 1A. “Risk Factors” for further information on the risks related to the Company.

	(in thousands, audited)			
	As of December 31, 2025 ($)	**As of March 31, 2025 ($)**	**Change ($)**	**Percent Change**
Cash, cash equivalents	900	405	495	122%
Working capital	(366)	639	(1,005)	(157)%

Cash and cash equivalents

Cash and cash equivalents increased by approximately $495 thousand to $900 thousand in the nine months ended December 31, 2025, from $405 thousand as of March 31, 2025, an increase of approximately 122%. Working capital decreased by approximately $1.0 million to a deficit of $366 thousand as of December 31, 2025, from a positive balance of $639 thousand as of March 31, 2025, representing a decrease of approximately 157%. The decrease of approximately $684 thousand was primarily attributable to inventory associated with disposition of the Company's Vancouver, Washington manufacturing facility pursuant to the Favorable Contract, as described in Note 7 – 'Dispositions and Disposals' .

	(in thousands) Nine Months Ended December 31,			
	2025 *(Audited)* ($)	**2024 *(Unaudited)* ($)**	**Change ($)**	**Percent Change**
Cash used in operating activities	(4,720)	(4,065)	(655)	16%
Cash (used in) provided by investing activities	(22)	(300)	278	(93)%
Cash provided by financing activities	5,225	3,646	1,579	43%
Effects of exchange rate changes on cash and cash equivalents	12	(9)	21	233%
Net decrease in cash and cash equivalents	**495**	**(728)**	1,223	(168)%
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	**900**	**470**	430	91%

Operating Activities

Net cash used in operating activities for the nine months ended December 31, 2025, was approximately $4.7 million. It consists of a net loss of approximately $4.1 million, a negative impact on cash due to non-cash expenses of approximately $802 thousand, and a positive change in operating assets and liabilities of approximately $228 thousand. Non-cash expenses consist of an amortization and depreciation charge of approximately $324 thousand, stock-based expenses of approximately $2.1 million, profit on sale of fixed assets of approximately $1.1 million, approximately $2.1 million non-cash benefit of disposal of subsidiary from the reclassification of accumulated foreign currency translation adjustments from accumulated other comprehensive income to earnings, and approximately $12 thousand unrealized loss from the short-term investments. In addition, changes in operating assets and liabilities had a positive impact of approximately $228 thousand on cash, of which a net positive impact of approximately $195 thousand is due to an increase in deposits and advances, and a negative impact of approximately $248 thousand is due to increase in accrued and other liabilities, a net positive impact of approximately $132 thousand is due to an increase in accounts payable, a net positive impact of approximately $87 thousand is due to an increase in operating lease asset, and net other current assets and liabilities of approximately $62 thousand.

Net cash used in operating activities for the nine months ended December 31, 2024, was approximately $4.1 million. It consists of a net loss of approximately $5.9 million, a positive impact on cash due to non-cash expenses of approximately $1.6 million, and a positive change in operating assets and liabilities of approximately $224 thousand. Non-cash expenses consist of an amortization and depreciation charge of approximately $464 thousand and stock-based expenses of approximately $1.2 million. In addition, changes in operating assets and liabilities had a positive impact of approximately $224 thousand on cash, of which a net negative impact of approximately $190 thousand is due to an increase in deposits and advances, and a positive impact of approximately $251 thousand is due to increase in accrued and other liabilities, a net positive impact of approximately $107 thousand is due to an increase in inventory and net other current assets and liabilities of approximately $56 thousand.

Investing Activities

Net cash used in investing activities for the nine months ended December 31, 2025, was approximately $22 thousand, which is comprised of expenses of approximately $604 thousand for the acquisition and development of intangible assets, approximately $50 thousand for the investment in short term investment, and adjusted with approximately $632 thousand, net for the sale of property, plant, and equipment.

Net cash used in investing activities for the nine months ended December 31, 2024, was approximately $300 thousand, which is comprised of expenses of approximately $222 thousand for the acquisition and development of intangible assets, and approximately $78 thousand for the net purchase of property, plant, and equipment.

Financing Activities

Net cash provided by financing activities was approximately $5.2 million for the nine months ended December 31, 2025, which is comprised of net proceeds from issuance of equity stock of approximately $5.2 million, and re-payment of the loan of approximately $3 thousand. Please refer to Note 13 – “Securities”, for more information.

Net cash provided by financing activities was approximately $3.6 million for the nine months ended December 31, 2024, which is comprised of net proceeds from issuance of equity stock of approximately $3.6 million, and offset by the re-payment of the loan of approximately $3 thousand. Please refer to Note13 – “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. 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 began implementing this policy during the nine months ended December 31, 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".

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with U.S. GAAP and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make judgments, assumptions, and estimates that affect the amounts reported in its consolidated financial statements and accompanying notes. We base our estimates on historical experience, as appropriate, and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates, and such differences may be material. For further information on significant accounting policies, see the discussion in Note 2 to the consolidated financial statements included in Item 8 of this Transition Report on Form 10-KT.

Management believes that the following accounting policies are the most critical to understanding and evaluating our consolidated financial condition and results of operations.

Digital Asset Investments

During the nine months ended December 31, 2025, the Company invested approximately $50 thousand in a U.S.-listed digital asset through an ETP, which was valued at approximately $38 thousand as of December 31, 2025. The investment is classified as a short-term marketable security and is marked to market each period. The Company does not directly hold cryptocurrencies or other digital tokens. 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.

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, and 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 the output material has been transferred to the customer.

Net sales disaggregated by significant products and services for the nine months ended December 31, 2025, and 2024, and twelve months ended March 31, 2025, are as follows:

	(in thousands) Nine Months Ended December 31, 2025 (Audited) ($)	***(in thousands) Nine Months Ended December 31, 2024 (Unaudited) ($)***	***(in thousands) Twelve Months Ended March 31, 2025 (Audited) ($)***
Wellness and lifestyle [(1)]	59	100	113
White labeling services [(2)]	810	841	1,158
Total	**869**	**941**	**1,271**

(1) Revenue from wellness and lifestyle consists of the sale of products .

(2) Revenue from white label services consists of rebranding our formulations or the customer’s products as per the customer’s requirement.

Property, plant, and equipment

Property, plant, and equipment are recorded at cost, net of accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets. Please refer to Note 2, “Significant accounting policies” and Note 6, “Property, plant, and equipment” of Item 8 in this document, for more information. Property, plant, and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. If property, plant, and equipment are considered to be impaired, an impairment loss is recognized.

During the nine months ended December 31, 2025, there was no impairment loss on PPE.

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. A **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.

As of December 31, 2025, the Company capitalized approximately $1.4 million in software development costs. Please refer to Note 5, “Intangible Assets,” for more information.

Foreign currency translation

IGC operates in India, U.S., 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 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 U.S. dollars 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 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. The exchange rates used for translation purposes are as follows:

Period	Period End Average Rate (P&L rate)				Period End Rate (Balance sheet rate)			
December 31, 2025	INR	87.34	Per	USD	INR	89.98	Per	USD
	COP	4,006	Per	USD	COP	3,770	Per	USD
March 31, 2025	INR	84.54	Per	USD	INR	85.45	Per	USD
	COP	4,140.74	Per	USD	COP	4,200	Per	USD

Cybersecurity

We have a cybersecurity policy in place and have implemented tighter cybersecurity measures to safeguard against hackers. Complying with these security measures and compliances is expected to incur further expenses. During the nine months ended December 31, 2025, and the twelve months ended March 31, 2025, there were no known or detected material breaches in cybersecurity.

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.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Item 7A does not apply to us because we are a smaller reporting company.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of IGC Pharma, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of IGC Pharma, Inc. and its subsidiaries (the "Company") as of December 31, 2025 and March 31, 2025 and the related consolidated statements of operations and comprehensive loss, stockholders' equity and cash flows, for the nine months period ended December 31, 2025 and for the year ended March 31, 2025 and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2025 and March 31, 2025, and the consolidated results of its operations and its cash flows for the nine months period ended December 31, 2025 and for the year ended March 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

Manohar Chowdhry & Associates
Chartered Accountants

We have served as the Company's auditor since 2018.

Chennai, India
March 18, 2026
UDIN: 26237830KZULXM2410

IGC Pharma, Inc.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	December 31, 2025 (Audited) ($)	March 31, 2025 (Audited) ($)
ASSETS		
Current assets:		
Cash and cash equivalents	900	405
Accounts receivable, net	12	34
Inventory	640	1,360
Short-term investment	38	-
Asset held for sale	-	702
Deposits and advances	200	395
Total current assets	**1,790**	**2,896**
Non-current assets:		
Intangible assets, net	5,101	1,852
Property, plant and equipment, net	2,141	3,220
Claims and advances	669	681
Operating lease asset	11	98
Total non-current assets	**7,922**	**5,851**
Total assets	**9,712**	**8,747**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	1,014	883
Accrued liabilities and others	1,142	1,374
Total current liabilities	**2,156**	**2,257**
Non-current liabilities:		
Long-term loans	131	134
Other liabilities	-	16
Operating lease liability	2	10
Total non-current liabilities	**133**	**160**
Total liabilities	**2,289**	**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 December 31, 2025, or March 31, 2025.		
Common stock and additional paid-in capital, $0.0001 par value: 600,000,000 shares authorized; 95,038,026 and 80,878,058 shares issued and outstanding as of December 31, 2025, and March 31, 2025, respectively.	138,014	130,570
Accumulated other comprehensive loss	(5,701)	(3,496)
Accumulated deficit	(124,890)	(120,744)
Total stockholders' equity	**7,423**	**6,330**
Total liabilities and stockholders' equity	**9,712**	**8,747**

The accompanying notes should be read in connection with these consolidated financial statements.

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

	Nine Months Ended December 31,		Twelve Months Ended March 31,
	2025 (Audited) ($)	2024 (Unaudited) ($)	2025 (Audited) ($)
Revenue	869	941	1,271
Cost of revenue	(572)	(476)	(652)
Gross profit	**297**	**465**	**619**
Selling, general, and administrative expenses	(4,121)	(3,841)	(4,410)
Research and development expenses	(3,921)	(2,658)	(3,655)
Operating loss	**(7,745)**	**(6,034)**	**(7,446)**
Other income, net	3,599	110	325
Loss before income taxes	**(4,146)**	**(5,924)**	**(7,121)**
Income tax expense	-	-	-
Net loss attributable to common stockholders	**(4,146)**	**(5,924)**	**(7,121)**
Foreign currency translation adjustments	(40)	(36)	(30)
Comprehensive loss	**(4,186)**	**(5,960)**	**(7,151)**
Net loss per share attributable to common stockholders:			
Basic and diluted	$ (0.05)	(0.08)	(0.09)
Weighted-average number of shares used in computing net loss per share amounts:	88,851,556	75,494,270	76,517,175

The accompanying notes should be read in connection with these consolidated financial statements.

IGC Pharma, Inc.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(in thousands)

	Number of Common Shares	Common Stock and Additional Paid in Capital ($)	Accumulated Deficit ($)	Accumulated Other Comprehensive Loss ($)	Total Stockholders' Equity ($)
Balances as of April 1, 2024	**66,691**	**124,409**	**(113,665)**	**(3,423)**	**7,321**
Common stock-based compensation & expenses, net	-	1,709	-	-	1,709
Share money received but not allotted	-	200	-	-	200
Issuance of common stock through offering (net of expenses)	14,187	4,252	-	-	4,252
Other adjustments	-	-	43	(43)	-
Net loss	-	-	(7,122)	-	(7,122)
Foreign currency translation adjustments	-	-	-	(30)	(30)
Reclassification due to liquidation of Subsidiaries	-	-	-	-	-
Balances as of March 31, 2025	**80,878**	**130,570**	**(120,744)**	**(3,496)**	**6,330**
Balances as of April 1, 2025	**80,878**	**130,570**	**(120,744)**	**(3,496)**	**6,330**
Common stock-based compensation & expenses, net	-	2,215	-	-	2,215
Share money received but not allotted	-	234	-	-	234
Issuance of common stock through offering (net of expenses)	14,160	4,995	-	-	4,995
Other adjustments	-	-	-	-	-
Net loss	-	-	(4,146)	-	(4,146)
Foreign currency translation adjustments	-	-	-	(40)	(40)
Reclassification due to liquidation of Subsidiaries	-	-	-	(2,165)	(2,165)
Balances as of December 31, 2025	**95,038**	**138,014**	**(124,890)**	**(5,701)**	**7,423**

The accompanying notes should be read in connection with these consolidated financial statements.

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

	Nine Months Ended December 31,		Twelve Months Ended March 31,
	2025 (Audited) ($)	2024 (Unaudited) ($)	2025 (Audited) ($)
Cash flows from operating activities:			
Net loss	**(4,146)**	**(5,924)**	**(7,121)**
Adjustment to reconcile net loss to net cash:			
Depreciation and amortization	324	464	618
Provision for bad debt	-	-	13
Impairment of assets	-	-	152
Common stock-based compensation and expenses, net	2,108	1,185	1,640
Other non-cash items	(3,234)	(14)	(25)
Changes in:			
Accounts receivable, net	22	(10)	(8)
Inventory	36	107	180
Deposits and advances	195	(190)	(187)
Claims and advances	11	7	7
Accounts payable	132	62	106
Accrued and other liabilities	(248)	251	(196)
Operating lease asset	87	69	100
Operating lease liability	(7)	(72)	(74)
Net cash used in operating activities	**(4,720)**	**(4,065)**	**(4,795)**
Cash flow from investing activities:			
Purchase of property, plant, and equipment	(49)	(94)	(112)
Sale of property, plant, and equipment	681	16	40
Investment in short-term investments	(50)	-	-
Acquisition and development of intangible assets	(604)	(222)	(370)
Net cash from (used) in investing activities	**(22)**	**(300)**	**(442)**
Cash flows from financing activities:			
Net proceeds from the issuance of common stock	5,228	3,649	4,454
Repayment of long-term loan	(3)	(3)	(3)
Net cash provided by financing activities	**5,225**	**3,646**	**4,451**
Effects of exchange rate changes on cash and cash equivalents	12	(9)	(7)
Net increase (decrease) in cash and cash equivalents	**495**	**(728)**	**(793)**
Cash and cash equivalents at the beginning of the period	405	1,198	1,198
Cash and cash equivalents at the end of the period	**900**	**470**	**405**
Supplementary information:			
Other non-cash items:			
Profit from the shutdown of subsidiaries	2,165	-	-
Profit on Disposition of Assets	1,058	-	-
Profit on sales of PPE	23	14	25
Unrealized loss on short-term investments	(12)	-	-

The accompanying notes should be read in connection with these consolidated financial statements.

IGC Pharma, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Transition Period ended December 31, 2025

Unless the context requires otherwise, all references in this report to "IGC," "we," "our," and "us" refer to IGC Pharma, Inc., together with our subsidiaries.

NOTE 1 – NATURE OF OPERATIONS

IGC Pharma is a clinical-stage biotechnology Company focused on the development of novel therapeutic candidates for neuropsychiatric and neurodegenerative disorders, with a primary emphasis on Alzheimer's disease. Our core strategy is to address high-burden symptoms and underlying disease mechanisms through differentiated pharmaceutical formulations, supported by targeted clinical development and data-driven research approaches.

Our lead product candidate, IGC-AD1, is currently being evaluated in the CALMA clinical trial for the treatment of agitation in Alzheimer's dementia, a neuropsychiatric condition affecting a substantial proportion of patients and associated with significant patient distress, caregiver burden, and healthcare utilization. In addition to symptom management, preclinical studies of IGC-AD1 suggest activity against biological pathways associated with Alzheimer's disease pathology, supporting its potential evaluation in broader disease-modifying contexts.

Beyond IGC-AD1, our development pipeline includes additional early-stage therapeutic candidates targeting Alzheimer's disease mechanisms, including TGR-63 and other investigational compounds currently in preclinical evaluation. These programs are intended to expand our long-term development portfolio while maintaining a disciplined focus on clinical execution and capital efficiency.

The Company is also developing MINT-AD, a proprietary, artificial intelligence, enabled data platform designed to support risk stratification and longitudinal assessment in Alzheimer's disease using multimodal datasets. MINT-AD is intended as a clinical and research decision-support tool and is not currently approved as a diagnostic device.

We operate as a clinical-stage organization and do not currently generate revenue from pharmaceutical product sales. Our limited revenue to date has primarily been derived from life sciences related activities outside of our core drug development programs. Our operations are funded through equity financings, debt facilities, and strategic capital allocation, and we expect to continue to incur operating losses as we advance our clinical and research programs.

As of December 31, 2025, the Company had the following operating subsidiaries: 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. During the nine months ended December 31, 2025, the Company shut down a few of its non-operating subsidiaries, which had a negligible impact on the financial statements. The Company's fiscal year is the 52- or 53-week period that ends on December 31. The Company's principal office is in Maryland, and it is a Maryland corporation established in 2005. Additionally, the Company has offices in Colombia, South America, and India. The Company's filings are available on www.sec.gov.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Change in Fiscal Year End and Transition Period

On December 30, 2025, the Board of Directors approved a change in the Company's fiscal year end from March 31 to December 31, effective December 31, 2025. As a result of this change, the Company is filing this Transition Report on Form 10-KT for the nine-month transition period from April 1, 2025, through December 31, 2025 (the "Transition Period").

The Company's fiscal year ended March 31, 2025. Beginning January 1, 2026, the Company's fiscal year will end on December 31.

The accompanying consolidated financial statements are presented for the Transition Period and, for comparative purposes, for the nine months ended December 31, 2024. The accompanying consolidated balance sheets are presented as of December 31, 2025, and March 31, 2025. The results for the Transition Period are not necessarily comparable to results for a full fiscal year.

a) Principles of consolidation

The consolidated financial statements include the accounts of the Company and all its subsidiaries. Intercompany accounts and transactions have been eliminated. In the opinion of the Company's management, the consolidated financial 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. Upon liquidation of foreign subsidiaries, the cumulative translation adjustment of $2.2 million was reclassified from accumulated other comprehensive loss to accumulated deficit through earnings. (ASC 830-30-40-1).

b) Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Management believes that the estimates and assumptions used in the preparation of the consolidated financial statements are prudent and reasonable. Significant estimates and assumptions are generally used for, but not limited to, allowance for uncollectible accounts receivable; sales returns; normal loss during production; future obligations under employee benefit plans; the useful lives of property, plant, and equipment; intangible assets; valuations; impairment of goodwill and investments; recoverability of advances; the valuation of options granted, and warrants issued; and income tax and deferred tax valuation allowances, if any. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Critical accounting estimates could change from period to period and could have a material impact on IGC's results, operations, financial position, and cash flows. Changes in estimates are reflected in the financial statements in the period in which changes are made, and if material, their effects are disclosed in the notes to the consolidated financial statements.

c) 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 contractual 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. Refer to Note 17 – "Revenue Recognition."

d) Cost of Revenue

Our cost of revenue includes costs associated with in-house and outsourced distribution, labor expenses, components, manufacturing overhead, and freight for our products division. In our products division, the cost of revenue also includes the cost of refurbishing or repackaging, if required, on products returned by customers that will be offered for resale.

e) Loss per Share

The computation of basic loss per share for the nine months ended December 31, 2025, excludes potentially dilutive securities of approximately 22,063,145 shares, which includes share options, unvested shares such as restricted shares and restricted share units granted to 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 nine months ended December 31, 2025, and 2024, used for the computation of basic loss per share ("EPS"), is 88,851,556 and 75,494,270, respectively. The weighted average number of shares outstanding for the twelve months ended March 31, 2025, and 2024, used for the computation of basic loss per share ("EPS"), is 76,517,175 and 58,839,868, respectively. Due to the loss incurred during the nine months ended December 31, 2025, and 2024, and the twelve months ended March 31, 2025, and 2024, all the potential equity shares are anti-dilutive, and accordingly, the fully diluted EPS is equal to the basic EPS.

f) 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.

For the nine months ended December 31, 2025, and 2024, and the twelve months ended March 31, 2025, the Company incurred net losses of approximately $4.1 million and $5.9 million, and approximately $7.1 million, respectively. During the nine months ended December 31, 2025, the Company raised approximately $5.2 million through private placements and an at-the-market offering program. The at-the-market program and the credit facility serve to minimize ongoing liquidity requirements and ensure the Company's ability to sustain its operations. The Company has taken several steps to extend its operational runway, including narrowing its strategic focus to Life Sciences, limiting investment in non-core infrastructure operations, and managing expenses related to clinical development with a disciplined approach. While management believes these actions improve the Company's financial position, there can be no assurance that additional financing will be available on acceptable terms, or at all.

During the nine months ended December 31, 2025, 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 3,583,330 shares of our common stock, for a total purchase price of $1,075,000, 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.

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 beyond the 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.

g) Income taxes

The Company accounts for income taxes under the asset and liability method, in accordance with ASC 740, Income Taxes, which requires an entity to recognize deferred tax liabilities and assets. Deferred tax assets and liabilities are recognized for the future tax consequence attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using the enacted tax rate expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is established and recorded when management determines that some or all of the deferred tax assets are not likely to be realized and, therefore, it is necessary to reduce deferred tax assets to the amount expected to be realized.

In evaluating a tax position for recognition, management evaluates whether it is more-likely-than-not that a position will be sustained upon examination, including the resolution of related appeals or litigation processes, based on the technical merits of the position. If the tax position meets the more-likely-than-not recognition threshold, the tax position is measured and recognized in the Company's financial statements as the largest amount of tax benefit that, in management's judgment, is greater than 50% likely to be realized upon settlement. As of December 31, 2025, and March 31, 2025, there was no significant liability for income tax associated with unrecognized tax benefits.

During the nine months ended December 31, 2025, the Company received a tax credit of approximately $262 thousand, which has been recorded as other income in the accompanying consolidated statements of operations. The credit relates to qualifying expenditures under applicable federal tax incentive programs. The Company has submitted additional claims and expects to receive approximately $349 thousand in tax credits. However, there can be no assurance as to the timing or certainty of receipt, as the claims are subject to review and approval by the Internal Revenue Service ("IRS"). The Company will recognize any additional credits as income when collection is deemed probable in accordance with applicable accounting standards.

h) 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 $12 thousand of accounts receivable as of December 31, 2025, as compared to $34 thousand of accounts receivable, net of provision for doubtful debt of $12 thousand as of March 31, 2025.

i) Cash and cash equivalents

For financial statement purposes, the Company considers all highly liquid debt instruments with a maturity of three months or less to be cash equivalents. The Company maintains its cash in bank accounts in the U.S., India, and Colombia, which at times may exceed applicable insurance limits. The cash and cash equivalents of the Company as of December 31, 2025, and March 31, 2025, were approximately $900 thousand and $405 thousand, respectively.

j) Short-term and long-term investments

Our policy for short-term and long-term investments is to establish a high-quality portfolio that preserves principal, meets liquidity needs, avoids inappropriate concentrations, and delivers an appropriate yield in relation to our investment guidelines and market conditions. Short-term and long-term investments consist of corporate, various government agencies, and municipal debt securities, as well as certificates of deposit that have maturity dates that are greater than 90 days. Certificates of deposit and commercial paper are carried at a cost that approximates fair value. Available-for-sale securities: Investments in debt securities that are classified as available for sale shall be measured subsequently at fair value in the statement of financial position.

Investments are initially measured at cost, which is the fair value of the consideration given for them, including transaction costs. Where the Company's ownership interest is in excess of 20%, and the Company has a significant influence, the Company has accounted for the investment based on the equity method in accordance with ASC Topic 323, "*Investments – Equity method and Joint Ventures.*" Under the equity method, the Company's share of the post-acquisition profits or losses of the equity investee is recognized in the consolidated statements of operations, and its share of post-acquisition movements in accumulated other comprehensive income / (loss) is recognized in other comprehensive income / (loss). Where the Company does not have significant influence, the Company has accounted for the investment in accordance with ASC Topic 321, "*Investments-Equity Securities.*"

As of December 31, 2025, the Company has approximately $50 thousand in a U.S.-listed digital asset through an ETP during the nine months ended December 31, 2025, which is approximately valued at $38 thousand as of December 31, 2025.

k) Property, plant, and equipment ("PP&E")

PP&E are recorded at cost net of accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which are reviewed periodically to ensure consistency with expected economic benefits. Depreciation begins when the asset is available for use and continues until the asset is retired or fully depreciated.

Upon retirement or disposition, cost and related accumulated depreciation of the PP&E are de-recognized, and any gain or loss is reflected in the results of the operation. The cost of additions and substantial improvements to property and equipment are capitalized. The cost of maintenance and repairs of the property and equipment are charged to operating expenses as incurred. Please refer to "Note 6 – Property, Plant, and Equipment" for more information.

l) Fair value of financial instruments

ASC 820, "Fair Value Measurement" defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The carrying amounts of the Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities, approximately their fair values due to the nature of the items. Please refer to Note 15, "Fair value of financial instruments," for further information.

m) Concentration of credit risk and significant customers

Financial instruments, which potentially expose the Company to concentrations of credit risk, are primarily comprised of cash and cash equivalents, investments, accounts receivable, and unbilled accounts receivable, if any. The Company places its cash investments in highly rated financial institutions. The Company adheres to a formal investment policy with the primary objective of preservation of principal, which contains credit rating minimums and diversification requirements. Management believes its credit policies reflect normal industry terms and business risk. The Company does not anticipate non-performance by the counterparties and, accordingly, does not require collateral. During the nine months ended December 31, 2025, sales were spread across customers in Asia and the U.S., and the credit concentration risk is low.

n) Stock – Based Compensation

The Company accounts for stock-based compensation to employees and non-employees in conformity with the provisions of ASC Topic 718, "*Stock-Based Compensation.*" The Company expenses stock-based compensation to employees over the requisite vesting period based on the estimated grant-date fair value of the awards. The Company accounts for forfeitures as they occur. Stock-based awards are recognized on a straight-line basis over the requisite vesting period. For stock-based employee compensation, the cost recognized at any date will be at least equal to the amount attributable to the share-based compensation that is vested at that date.

For performance-based awards, stock-based compensation expense is recognized over the expected performance achievement period of individual performance milestones when the achievement of each individual performance milestone becomes probable. For performance-based awards with a vesting schedule based entirely on the attainment of performance conditions, stock-based compensation expense associated with each tranche is recognized over the expected achievement period for the operational milestone, beginning at the point in time when the relevant operational milestone is considered probable to be achieved.

For market-based awards, stock-based compensation expense is recognized over the expected achievement period. The fair value of such awards is estimated on the grant date using Monte Carlo simulations.

The Company estimates the fair value of stock option grants using the Black-Scholes option-pricing model. The assumptions used in calculating the fair value of stock-based awards represent Management's best estimates. Generally, the closing share price of the Company's common stock on the date of grant is considered the fair value of the share. The volatility factor is determined based on the Company's historical stock prices. The expected term represents the period that our stock-based awards are expected to be outstanding. The Company has never declared or paid any cash dividends. For further information, refer to Note 14, "Stock-Based Compensation" of Notes to Consolidated Financial Statements.

o) Commitments and contingencies

Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties, and other sources are recorded when it is probable that a liability has been incurred, and the amount of the assessment and/or remediation can be reasonably estimated. We record associated legal fees as incurred. Information regarding our commitments and contingencies is incorporated by reference in Note 12, "Commitments and contingencies" of this Transition Report on Form 10-KT.

p) Impairment of long – lived assets

The Company reviews its long-lived assets, with finite lives, for impairment whenever events or changes in business circumstances indicate that the carrying amount of assets may not be fully recoverable. Such circumstances include, though are not limited to, significant or sustained declines in revenues or earnings, future anticipated cash flows, business plans, and material adverse changes in the economic climate, such as changes in the operating environment, competitive information, and the impact of changes in government policies. For assets that the Company intends to hold for use, if the total of the expected future undiscounted cash flows produced by the assets or subsidiary company is less than the carrying amount of the assets, a loss is recognized for the difference between the fair value and carrying value of the assets. For assets, the Company intends to dispose of by sale, a loss is recognized for the amount by which the estimated fair value less cost to sell is less than the carrying value of the assets. Fair value is determined based on quoted market prices, if available, or other valuation techniques, including discounted future net cash flows. Unlike goodwill, long-lived assets are assessed for impairment only where there are any specific indicators for impairment.

q) Intangible assets

The Company's intangible assets are accounted for in accordance with ASC Topic 350, *Intangibles – Goodwill and Other.* Intangible assets having indefinite lives are not amortized but instead are reviewed annually or more frequently if events or changes in circumstances indicate that the assets might be impaired, to assess whether their fair value exceeds their carrying value. We perform an impairment analysis on March 1 annually on the indefinite-lived intangible assets following the steps laid out in ASC 350-30-35-18. Our annual impairment analysis includes a qualitative assessment to determine if it is necessary to perform the quantitative impairment test. In performing a qualitative assessment, we review events and circumstances that could affect the significant inputs used to determine if the fair value is less than the carrying value of the intangible assets. If quantitative analysis is necessary, we would analyze various aspects including revenues from the business, associated with the intangible assets. In addition, intangible assets will be tested on an interim basis if an event or circumstance indicates that it is more likely than not that an impairment loss has been incurred. The Company has analyzed a variety of factors on its business to determine if a circumstance could trigger an impairment loss, and, at this time and based on the information presently known, does not believe it is more likely than not that an impairment loss has been incurred.

Intangible assets with finite useful lives are amortized using the straight-line method over their estimated period of benefit. In accordance with ASC 360-10-35-21, definite-lived intangibles are reviewed annually or more frequently if events or changes in circumstances indicate that the assets might be impaired, to assess whether their fair value exceeds their carrying value.

The Company intends to capitalize trademarks and related expenses exceeding $2,500 per trademark. Management may also capitalize trademarks and related expenses up to $2,500 per trademark based on its potential and benefit in the coming years.

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.

Subject to the provisions of ASU 2023-08, although the Company did not hold any crypto assets directly, the Company adopted ASU 2023-08 in the first quarter of fiscal 2025 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.

During the nine months ended December 31, 2025, the Company invested approximately $50 thousand in a U.S.-listed digital asset through an exchange-traded product ("ETP") as part of its treasury diversification strategy, which is approximately valued at $38 thousand and accounted under Short-term investment. For more information, please refer to Note 15 - "Fair Value of Financial Instruments".

r) 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. A **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.

As of December 31, 2025, the Company capitalized approximately $1.4 million in software development costs. For more information, please refer to Note 5, "Intangible Assets".

s) Inventory

Inventory is valued at the lower of cost or net realizable value, which is defined as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation.

Inventory consists of finished goods related to wellness products, hand sanitizers, finished hemp-based products, and beverages. Work-in-progress consists of products in the manufacturing process as on reporting date, including but not limited to primary cost. Inventory is primarily accounted for using the weighted average cost method. Primary costs include raw materials, packaging, direct labor, overhead, shipping, and the depreciation of manufacturing equipment. Manufacturing overhead and related expenses include salaries, wages, employee benefits, utilities, maintenance, and property taxes.

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 December 31, 2025, and March 31, 2025, our consolidated balance sheet reported approximately $392 thousand of clinical trial-related inventory, respectively.

Abnormal amounts of idle facility expense, freight, handling costs, scrap, discontinued products, and wasted material (spoilage) are expensed in the period they are incurred.

Please refer to Note 3, "Inventory," for further information.

t) Cybersecurity Costs

The Company maintains information technology systems and security protocols designed to protect sensitive clinical, corporate, and financial data. Costs incurred in connection with the ongoing maintenance, enhancement, and monitoring of cybersecurity infrastructure are expensed as incurred and classified within general and administrative expenses.

The Company reviews cybersecurity risks on an ongoing basis and implements technical and administrative controls in line with applicable data protection standards. As of December 31, 2025, the Company had not capitalized any cybersecurity-related development costs, and no material cybersecurity incidents have been identified.

u) Research and Development Expenses

Research and development ("R&D") expenses include costs incurred to develop the Company's clinical-stage drug candidates, including IGC-AD1 and other investigational therapies. These costs consist primarily of:

- Clinical trial site payments
- Contract research organization ("CRO") fees
- Employee compensation for R&D personnel
- Regulatory and medical affairs consulting
- Laboratory supplies and materials
- Preclinical studies and formulation development

R&D expenses are expensed as incurred in accordance with ASC 730. Non-refundable advance payments for goods or services that will be used in future R&D activities are deferred and recognized as the related goods or services are received. During the nine months ended December 31, 2025, and 2024, the Company recorded research and development expenses of approximately $3.9 million and $2.7 million, respectively.

v) Leases

Lessor Accounting

Under the current ASU guidance, contract consideration will be allocated to its lease components and non-lease components (such as maintenance). For the Company as a lessor, any non-lease components will be accounted for under ASC Topic 606, "*Revenue from Contracts with Customers,*" unless the Company elects a lessor practical expedient to not separate the non-lease components from the associated lease component. The amendments in ASU 2018-11 also provide lessors with a practical expedient, by class of underlying asset, to not separate non-lease components from the associated lease component and, instead, to account for those components as a single component if the non-lease components otherwise would be accounted for under the new revenue guidance (Topic 606). To elect the practical expedient, the timing and pattern of transfer of the lease and non-lease components must be the same and the lease component must meet the criteria to be classified as an operating lease if accounted for separately. If these criteria are met, the single component will be accounted for under either Topic 842 or Topic 606 depending on which component(s) are predominant. The lessor practical expedient to not separate non-lease components from the associated component must be elected for all existing and new leases.

As a lessor, the Company expects that post-adoption substantially all existing leases will have no change in the timing of revenue recognition until their expiration or termination. The Company expects to elect the lessor practical expedient to not separate non-lease components such as maintenance from the associated lease for all existing and new leases and to account for the combined component as a single lease component. The timing of revenue recognition is expected to be the same for the majority of the Company's new leases as compared to similar existing leases; however, certain categories of new leases could have different revenue recognition patterns as compared to similar existing leases.

For leases that are accounted for as operating leases, income is recognized on a straight-line basis over the term of the lease contract. Generally, when a lease is more than 180 days delinquent (where more than three monthly payments are owed), the lease is classified as being nonaccrual and the Company stops recognizing leasing income on that date. Payments received on leases in nonaccrual status generally reduce the lease receivable. Leases on nonaccrual status remain classified as such until there is sustained payment performance that, in the Company's judgment, would indicate that all contractual amounts will be collected in full.

Lessee Accounting

The Company adopted ASU 2016-02 effective April 1, 2019, using the modified retrospective approach. The standard establishes a right-of-use model (“ROU”) that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement. In connection with the adoption, the Company will elect to utilize the modified retrospective presentation whereby the Company will continue to present prior period financial statements and disclosures under ASC Topic 840. In addition, the Company will elect the transition package of three practical expedients permitted within the standard, which eliminates the requirements to reassess prior conclusions about lease identification, lease classification and initial direct costs. Further, the Company will adopt a short-term lease exception policy, permitting us to not apply the recognition requirements of this standard to short-term leases (i.e., leases with terms of 12 months or less), and an accounting policy to account for lease and non-lease components as a single component for certain classes of assets.

Under ASU 2016-02 (Topic 842), lessees are required to recognize the following for all leases (with the exception of short-term leases) on the commencement date: (i) lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term.

At the commencement date, the Company recognizes the lease liability at the present value of the lease payments not yet paid, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company’s incremental borrowing rate for the same term as the underlying lease. The right-of-use asset is recognized initially at cost, which primarily comprises the initial amount of the lease liability, plus any initial direct costs incurred, consisting mainly of brokerage commissions, less any lease incentives received. All right-of-use assets are reviewed for impairment. There was no impairment for right-of-use lease assets as of December 31, 2025.

The Company categorizes leases at their inception as either operating or finance leases. On certain lease agreements, the Company may receive rent holidays and other incentives. The Company recognizes lease costs on a straight-line basis without regard to deferred payment terms, such as rent holidays, that defer the commencement date of required payments. Please refer to Note 9, “Leases,” for further information.

w) Recently issued and adopted 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.

Recently Adopted Accounting Standards

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires enhanced disclosures about reportable segment expenses. The Company adopted ASU 2023-07 for its fiscal year ended March 31, 2025. As the Company operates as a single reportable segment, the adoption did not have a material impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-08, Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60), which requires certain crypto assets to be measured at fair value with changes recognized in net income each reporting period. The Company adopted ASU 2023-08 in the first quarter of fiscal 2025. The adoption did not have a material impact on the Company's consolidated financial statements. See Note 2(q) for the Company's accounting policy related to digital asset investments.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires enhanced disclosures about the effective tax rate reconciliation and income taxes paid. The Company adopted ASU 2023-09 effective January 1, 2025. The adoption did not have a material impact on the Company's consolidated financial statements.

Accounting Standards Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40), which requires enhanced disaggregation of certain expense line items. The ASU is effective for annual periods beginning after December 15, 2026. The Company is currently evaluating the impact of ASU 2024-03 but does not expect it to have a material impact on its consolidated financial statements.

Newly issued ASUs not discussed above are not expected to have a material 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.

NOTE 3 – INVENTORY

	(in thousands)	
	As of December 31, 2025 ($)	**As of March 31, 2025 ($)**
Raw materials	446	1,104
Finished goods	194	256
Total	**640**	**1,360**

During the nine months ended December 31, 2025, the nine months ended December 31, 2024 and the twelve months ended March 31, 2025, the Company wrote off approximately $17 thousand, $50 thousand and $217 thousand, respectively, 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. In addition, the Company adjusted approximately $684 thousand of inventory associated with its Vancouver, Washington manufacturing operations as part of the Favorable Contract, described in Note 7 – “Dispositions and Disposals”.

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 December 31, 2025, and March 31, 2025, our consolidated balance sheet reported approximately $392 thousand of clinical trial-related inventory, respectively.

NOTE 4 – DEPOSITS AND ADVANCES

	(in thousands)	
	As of December 31, 2025 ($)	**As of March 31, 2025 ($)**
Advances to suppliers and consultants	13	10
Other receivables and deposits	63	43
Prepaid expense and other current assets	124	342
Total	**200**	**395**

The Advances to suppliers and consultants primarily relate to advances to vendors. Prepaid expenses and other current assets include approximately $62 thousand in statutory advances as of December 31, 2025, and approximately $49 thousand as of March 31, 2025, respectively.

NOTE 5 – INTANGIBLE ASSETS

	(in thousands)					
	December 31, 2025 ($)			**March 31, 2025 ($)**		
Intangible Assets	**Gross Amount**	**Accumulated Amortization**	**Net Amount**	**Gross Amount**	**Accumulated Amortization**	**Net Amount**
Amortized Assets						
Patents	657	(226)	431	530	(183)	347
Other intangibles	34	(24)	10	34	(22)	12
Total amortized intangible assets	**691**	**(249)**	**441**	**564**	**(205)**	**359**
Unamortized Assets						
Favorable Contract	2,700	-	2,700	-	-	-
Software development cost	1,398	-	1,398	863	-	863
Patents	557	-	557	625	-	625
Other intangibles	5	-	5	5	-	5
Total unamortized intangible assets	**4,660**	**-**	**4,660**	**1,493**	**-**	**1,493**
Total Intangible Assets	**5,351**	**(249)**	**5,101**	**2,057**	**(205)**	**1,852**

The gross amount 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 nine months ended December 31, 2025, the nine of months ended December 31, 2024 and the twelve months ended March 31, 2025, amounted to approximately $42 thousand, $54 thousand and $51 thousand, respectively.

During the nine months ended December 31, 2025, the Company recognized approximately $2.7 million of intangible assets representing preferential supply rights and other contractual benefits as a “Favorable Contract” received in connection with the sale of assets associated with the Vancouver facility. The intangible assets were recognized as consideration received in a non-monetary exchange under ASC 845-10 and are being amortized in a pattern that reflects the economic benefit of the intangible asset is consumed over their estimated useful life of three years, commencing in calendar year 2028. Please refer to Note 7 – “Dispositions and Disposals”.

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 December 31, 2025, there was no impairment.

Estimated amortization expense	**(in thousands) ($)**
For the year ended 2026	63
For the year ended 2027	69
For the year ended 2028	76
For the year ended 2029	84
For the year ended 2030	93

NOTE 6 – PROPERTY, PLANT, AND EQUIPMENT

	(in thousands, except useful life)		
	Useful Life (years)	**As of December 31, 2025 ($)**	**As of March 31, 2025 ($)**
Buildings and facilities	25	1,525	2,341
Plant and machinery	5-20	1,932	3,087
Computer equipment's	3	96	187
Office equipment's	3-5	145	144
Furniture and fixtures	5	56	96
Vehicles	5	57	58
Total gross value		**3,811**	**5,913**
Less: Accumulated depreciation		(1,670)	(2,693)
Total property, plant, and equipment, net		**2,141**	**3,220**

The depreciation expense in the nine months ended December 31, 2025, the nine months ended December 31, 2024 and in the twelve months ended March 31, 2025, amounted to approximately $282 thousand, $431 thousand and $567 thousand, respectively. The net decrease in Total property, plant, and equipment is primarily due to depreciation and the gross carrying amount of property, plant, and equipment decreased by approximately $1.1 million, net of accumulated depreciation, primarily due to the transfer of certain assets associated with the Vancouver, Washington facility to the Buyer under the Favorable Contract, please refer to Note 7 – "Dispositions and Disposals". In addition, the Company focused on liquidating all non-operating assets to reduce costs and generate cash. 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 nine months ended December 31, 2025, the Company sold 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 – DISPOSITIONS AND DISPOSALS

Disposition of Assets

On September 29, 2025, HH Processors LLC (formerly Holi Hemp LLC), a wholly owned subsidiary of the Company, entered into a Sale of Assets and Manufacturing Agreement (the "Favorable Contract") with Wellness Essentials Northwest LLC (the "Buyer") to sell certain equipment, inventory, and related operating assets of its Vancouver, Washington facility.

Under the Sale Agreement, the Buyer assumed certain employees and leased obligations. The Company retains (i) preferential supply rights for specific formulations produced by the Buyer and (ii) a contingent right to receive 10 percent of net proceeds if the Buyer sells the business within five years, which is recorded as a "Favorable Contract" in intangible assets. Please refer to Note 5 – "Intangible Assets".

The aggregate fair value of consideration received for the assets sold was approximately $2.7 million. Assets transferred to the Buyer included property, plant, and equipment and inventory with a combined carrying value of approximately $1.5 million, resulting in a recognized gain of approximately $1.2 million, recorded in "Other income, net." The Company believes that the difference between fair value and asset value transferred captures processes, ready-to-move infrastructure, trained employees, internally generated standard operating procedures, and vendor relationships.

In addition, the Company spent approximately $113 thousand during the nine months ended December 31, 2025, to facilitate a smooth transition of the facility to the buyer.

After these adjustments, the net effect of the transaction was a nominal gain of approximately $1.1 million for the nine months ended December 31, 2025.

The transaction did not constitute a discontinued operation under ASC 205-20 and does not represent a strategic shift for the Company.

Disposal of Subsidiaries

During the nine months ended December 31, 2025, the Company completed the dissolution of its wholly owned, non-operative subsidiaries IGC Materials Private Limited ("IGC-MPL") and India Mining and Trading Private Limited ("IGC-IMT"). The dissolutions were part of the Company's strategic realignment to focus resources entirely on its core clinical-stage pharmaceutical development activities. These entities were not engaged in revenue-generating activities or core development programs at the time of dissolution.

The Company recognized a gain on disposal of approximately $2.1 million in the nine months ended December 31, 2025, which is included in "Other income, net" in the consolidated statements of operations. This gain represents the reclassification of accumulated foreign currency translation adjustments from accumulated other comprehensive income (loss) to earnings upon substantial liquidation of the entities, as required by ASC 830-30-40-1. The Company did not receive any cash or other consideration in connection with the dissolutions. Both entities had minimal net assets at the time of dissolution.

The disposal gain had a significant impact on the Company's reported results for the nine months ended December 31, 2025. Approximately $2.1 million non-cash gain reduced the Company's net loss for the period. Excluding this one-time gain, the Company's net loss from operations would have been approximately $6.3 million compared to the reported net loss of approximately $4.1 million. The Company does not expect these dissolutions to have a material ongoing impact on its consolidated results of operations, financial condition, or cash flows, as the entities were not actively contributing to operations.

NOTE 8 – CLAIMS AND ADVANCES

	(in thousands)	
	As of December 31, 2025 ($)	**As of March 31, 2025 ($)**
Claims receivable (1)	667	680
Non-current deposits	2	1
Total	**669**	**681**

(1) The claims receivable are due from different vendors. While the Company has initiated collection proceedings internally or with the appropriate authorities, it believes that collecting the amount within the next 12 months will be challenging due to the time required for such proceedings.

NOTE 9 – LEASES

The Company has leases primarily for office space. As of December 31, 2025, the Company had one short-term lease and one operating lease with a remaining term greater than 12 months. Short-term lease expense for the nine months ended December 31, 2025, and the year ended March 31, 2025, was approximately $37 thousand and $39 thousand, respectively. Operating lease cost for the nine months ended December 31, 2025, and the year ended March 31, 2025, was approximately $7 thousand and $135 thousand, respectively.

	(in thousands) As of December 31, 2025 ($)	**(in thousands) As of March 31, 2025 ($)**
Operating lease costs	7	135
Short-term lease costs	37	39
Total lease costs	**44**	**174**

Right-of-use assets and lease liabilities for our operating leases were recorded in the consolidated balance sheet as follows:

	(in thousands) As of December 31, 2025 ($)	**(in thousands) As of March 31, 2025 ($)**
Assets		
Operating lease asset	11	98
Total lease assets	**11**	**98**
Liabilities		
Current liabilities:		
Accrued liabilities and others (current portion – operating lease liability)	9	93
Noncurrent liabilities:		
Operating lease liability (non-current portion – operating lease liability)	2	10
Total lease liability	**11**	**103**

Supplemental cash flow and non-cash information related to leases is as follows:	**(in thousands) As of December 31, 2025 ($)**	**(in thousands) As of March 31, 2025 ($)**
Cash paid for amounts included in the measurement of lease liabilities		
–Operating cash flows from operating leases	6	129
Right-of-use assets obtained in exchange for operating lease obligations	11	98

As of December 31, 2025, the following table summarizes the maturity of our lease liabilities:

Dec-26	9
Dec-27	2
Dec-28	-
Dec-29	-
Less: Present value discount	-
Total Lease liabilities	**11**

NOTE 10 – ACCRUED LIABILITIES AND OTHERS

	(in thousands)	
	As of December 31, 2025 ($)	As of March 31, 2025 ($)
Compensation and other contributions	407	160
Provision for expenses	200	117
Short-term lease liability	9	94
Other current liability	526	1,003
Total	**1,142**	**1,374**

Compensation and other contribution-related liabilities consist of accrued salaries and bonuses to employees. In addition, the provision for expenses includes provision for legal, professional, and marketing expenses. Other current liabilities also include statutory payables of approximately $29 thousand and $19 thousand as of December 31, 2025, and March 31, 2025, respectively, and approximately $3 thousand and approximately $3 thousand of short-term loans as of December 31, 2025, and March 31, 2025, respectively. In addition, Other current liabilities also consist of a working capital loan of approximately $146 thousand from Ms. Claudia Grimaldi, the Company's Principal Financial Officer. For more information, please refer to Item 13, "Certain Relationships and Related Transactions, and Director Independence".

NOTE 11 – LOANS AND OTHER LIABILITIES

Loan as of December 31, 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 nine months ended December 31, 2025, the interest expense and principal payment for the EIDL were approximately $4 thousand and $3 thousand, respectively. For the nine months ended December 31, 2024, the interest expense and principal payment for the EIDL were approximately $4 thousand and $3 thousand, respectively. As of December 31, 2025, approximately $131 thousand of the loan is classified as Long-term loans and approximately $3 thousand as Short-term loans.

On June 24, 2025, the Company entered into an amendment to the Master Loan and Security Agreement (the "Credit Agreement") with O-Bank, Co., Ltd. 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 December 31,	
	2025 ($)	2024 ($)
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 consolidated financial statements as of December 31, 2025, except as disclosed in Item 3 – Legal Proceedings and Note 19 – Subsequent Events.

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 addition, under applicable Indian laws, 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 December 31, 2025, the Company was authorized to issue up to 600,000,000 shares of common stock, par value $0.0001 per share, and 95,038,026 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 December 31, 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.

On September 25, 2024, the Company entered into the Share Purchase Agreement (the "September 2024 SPA") with Moran Global Strategies, Inc., a Virginia corporation ("MGS"), which is owned by James Moran, an independent director of IGC, relating to the sale and issuance by our Company to the investors of an aggregate of 588,235 shares of our common stock, for a total purchase price of $200,000 or $0.34 per share, subject to the terms and conditions set forth in the September 2024 SPA.

During the nine months ended December 31, 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 3,583,330 shares of our common stock, for a total purchase price of $1,075,000, 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.

NOTE 14 – STOCK-BASED COMPENSATION

As of December 31, 2025, approximately 8.5 million restricted share units ("RSUs") fair valued at approximately $4.6 million with a weighted average value of $0.55 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 13.6 million shares of common stock, fair valued at approximately $4.2 million with a weighted average of $0.31 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 4.1 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 December 31, 2025, the Company's management confirmed that six milestones had been achieved, and the rest were probable to be achieved by March 31, 2028.

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

	Granted in Nine Months Ended December 31, 2025	Granted in Twelve Months Ended March 31, 2025
Expected life of options	10 years	5 years
Vested options	100%	100%
Risk free interest rate	4.14%	3.93%
Expected volatility	211%	171%
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 nine months ended December 31, 2025, the Company's share-based expense and option-based expense, shown in Selling, general, and administrative expenses (including research and development), were $717 thousand and $1.4 million, respectively. For the nine months ended December 31, 2024, the Company's share-based expenses and option-based expenses shown in Selling, general, and administrative expenses (including research and development) were $815 thousand and $435 thousand, respectively.

For the twelve months ended March 31, 2025, the Company's share-based expense and option-based expense, shown in Selling, general, and administrative expenses (including research and development), were $1 million and $590 thousand, respectively.

Non-vested shares	**Shares (in thousands) (#)**	**Weighted average grant date fair value ($)**
Non-vested shares as of March 31, 2025	5,796	0.61
Granted	1,445	0.31
Vested	(1,014)	0.33
Cancelled/Forfeited	(80)	0.30
Non-vested shares as of December 31, 2025	**6,147**	**0.62**

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	0.34
Granted	9,440	0.32	0.34
Vested	(1,390)	0.25	0.20
Cancelled/forfeited	-	-	-
Options outstanding as of December 31, 2025	**11,232**	**0.32**	**0.32**

There was a combined unrecognized expense of $3.8 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 December 31, 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 December 31, 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 December 31, 2025

Particular	Adjusted Cost ($)	Gain ($)	Loss ($)	Fair Value ($)	Cash & Cash Equivalents ($)	Short Term Investments ($)
Level 1						
Cash	893	-	-	893	893	-
Marketable Debt Funds	-	-	-	-	-	-
Marketable Securities	50	-	12	38	-	38
Level 2						
Certificates of Deposit	7	-	-	7	7	-
Level 3	-	-	-	-	-	-
TOTAL	**950**	**-**	**12**	**938**	**900**	**38**

As of March 31, 2025

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

NOTE 16 – INCOME TAXES

The Company calculates its provision for foreign, and U.S. federal income taxes based on the current tax law. As the Company maintains a full valuation allowance against its deferred tax assets, there is no income tax expense recorded related to this change other than the Federal AMT credit which are refundable due to the passage of tax reform.

Due to the Company's history of losses and uncertainty of future taxable income, a valuation allowance sufficient to fully offset net operating losses and other deferred tax assets has been established. The valuation allowance will be maintained until sufficient positive evidence exists to support a conclusion that a valuation allowance is not necessary.

Income tax expense/(benefit) for the nine months ended December 31, 2025, and twelve months ended March 31, 2025, respectively, consists of the following:

Income Tax Expense	**Nine Months Ended December 31, (in thousands)**	**Twelve Months Ended March 31, (in thousands)**
	2025 ***(Audited)*** **($)**	**2025** ***(Audited)*** **($)**
Net income loss before tax	(4,146)	(7,121)
Tax rate	21%	21%
Expected income tax recovery	(871)	(1,495)
Impact of tax rate differences in foreign jurisdictions	135	(72)
Tax rate changes and other adjustments	(910)	(2,305)
Permanent differences	-	-
Change in valuation allowance	1,646	3,872
	-	-

The significant components of deferred income tax expense/(benefit) from operations before non-controlling interest for the nine months ended December 31, 2025, and twelve months ended March 31, 2025, are approximated as follows:

Deferred income taxes	**Nine Months Ended December 31, (in thousands)**	**Twelve Months Ended March 31, (in thousands)**
	2025 ***(Audited)*** **($)**	**2024** ***(Audited)*** **($)**
Net operating loss carry-forwards foreign	181	332
Non-capital loss carry-forwards – U.S.	20,774	18,365
Temporary differences	(202)	427
Net deferred tax asset	20,753	19,124
Valuation allowance	(20,753)	(19,124)
	-	-

The table below sets forth the details of expiration of the non-financial carried forward losses of the Company as of December 31, 2025, as under:

Year	Amount (in thousands) ($)
2026	2
2027	2
2028	2
2029	15
2030	38
2031	3,088
2032	4,285
2033	857
2034	1,461
2035	1,735
2036	1,176
2037	819
No expiry	1,256
No expiry	4,132
No expiry	7,932
No expiry	8,841
No expiry	14,966
No expiry	8,552
No expiry	6,884
No expiry	21,848
No expiry	11,627
Total	**99,516**

Realization of deferred tax assets, including those related to net operating loss carry forwards, are dependent upon future earnings, if any, of which the timing and amount are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. Based upon the Company's current operating results management cannot conclude that it is more likely than not that such assets will be realized. The Company files income tax returns in India, Colombia, and the U.S.

NOTE 17 – REVENUE RECOGNITION

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 the output material has been transferred to the customer.

Net sales disaggregated by significant products and services for the nine months ended December 31, 2025, and 2024, and twelve months ended March 31, 2025, respectively, are as follows:

	(in thousands) Nine Months Ended December 31, 2025 (Audited) ($)	*(in thousands) Nine Months Ended December 31, 2024 (Unaudited) ($)*	*(in thousands) Twelve Months Ended March 31, 2025 (Audited) ($)*
Wellness and lifestyle [1]	59	100	113
White labeling services [2]	810	841	1,158
Total	**869**	**941**	**1,271**

(1) Revenue from wellness and lifestyle consists of the sale of products.

(2) Revenue from white label services consists of rebranding our formulations or the customer's products as per the customer's requirement.

NOTE 18 – 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.

The Company operates as a single reportable operating segment: Life Sciences. The Company's CODM (CEO) evaluates all operations on a consolidated basis. Prior to fiscal year 2025, the Company reported two operating segments: Life Sciences and Infrastructure**.** Effective fiscal year 2025, the Company no longer separately reports Infrastructure as an operating segment, as the CODM evaluates all operations on a consolidated basis within the 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 segments:

	(in thousands) Nine Months Ended December 31, 2025 (Audited) ($)	*(in thousands) Nine Months Ended December 31, 2024 (Unaudited) ($)*	*(in thousands) Twelve Months Ended March 31, 2025 (Audited) ($)*
Segment			
Life Sciences segment	869	941	1,271
Total	**869**	**941**	**1,271**

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

		(in thousands)		
Segments	**Country**	**Nine Months Ended December 31, 2025 *(Audited)* ($)**	**Nine Months Ended December 31, 2024 *(Unaudited)* ($)**	**Twelve Months Ended March 31, 2025 *(Audited)***
America	U.S.	869	939	1,269
	Colombia	-	2	2
Total		**869**	**941**	**1,271**

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

	(in thousands)		
Nature of Assets	**U.S. (Country of Domicile) ($)**	**Foreign Countries (India and Colombia) ($)**	**Total as of December 31, 2025 ($)**
Intangible assets, net	5,101	-	5,101
Property, plant, and equipment, net	2,073	68	2,141
Claims and advances	410	259	669
Operating lease asset	-	11	11
Total non-current assets	**7,584**	**338**	**7,922**

	(in thousands)		
Nature of Assets	**U.S. (Country of Domicile) ($)**	**Foreign Countries (India and Colombia) ($)**	**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 19 – SUBSEQUENT EVENTS

1) On March 5, 2026, the Company entered into a Securities Purchase Agreement (the “Agreement”) with Vanquish Funding Group Inc, a Virginia corporation (“VFG” or the “Holder”). Pursuant to the terms of the Purchase Agreement, the Company issued a Promissory Note (the “Note”) to VFG with a total principal amount of $353,050, which includes an original issue discount of $46,050. The aggregate purchase price paid by VFG for the Note is $307,000.

2) The Company, through its wholly owned subsidiary, entered into a loan agreement with ODK Capital, LLC (“On Deck”), pursuant to which the Company received approximately $219,000 in financing (the “On Deck Loan”). The On Deck Loan bears interest and is repayable in accordance with the terms and conditions set forth in the loan agreement, including scheduled periodic payments. The proceeds of the On Deck Loan are expected to be used for working capital, clinical trials, and other corporate purposes.

ITEM 9 – CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

(a) 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 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 to ensure 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.

(b) Management's annual report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness, as of December 31, 2025, of our internal control over financial reporting based on the framework in 2013 Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under this framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2025.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or because the degree of compliance with policies or procedures may deteriorate.

(c) 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 transition period ending December 31, 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 Transition Period that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Information about our executive officers and directors

The names, ages, and positions of our executive officers and directors as of December 31, 2025, were as follows:

Name	Class	Age	Position	Director Since	Term will Expire
Ram Mukunda	C	67	President, Chief Executive Officer, and Director	2005	2028
Richard Prins	B	69	Chairman of the Board of Directors, and Independent Director	2007	2027
James Moran	C	81	Independent Director	2022	2028
Terry L. Lierman	B	78	Independent Director	2024	2027
Claudia Grimaldi	A	55	Vice President, Principal Financial Officer, Chief Compliance Officer, and Director	2022	2026

The principal occupations for the past five years (and, in some instances, for prior years) of each of our executive officers and directors are as follows:

Ram Mukunda has served as Founder, Director, CEO, and President since the inception. He is responsible for general management and, over the past 11 years, has been largely responsible for the Company's strategy and positioning in the pharmaceutical industry. He has been the chief inventor and architect of most of the Company's patent filings and the thrust into R&D and medical trials, which support the Company's desire to bring low-cost medications that address diseases and ailments that affect humankind. Prior to IGC, from January 1990 to May 2004, Mr. Mukunda served as Founder and CEO of Startec Global Communications, which he took public in 1997 on NASDAQ. Prior to Startec, he served as a Strategic Planning Advisor at Intelsat, a communications satellite services provider and prior to that worked in the bond market for a boutique firm on Wall Street. Mr. Mukunda serves as an Emeritus member on the Board of Visitors at the University of Maryland, School of Engineering. From 2001 to 2003, he was a Council Member at Harvard's Kennedy School of Government, Belfer Center of Science and International Affairs. Mr. Mukunda is the recipient of several awards including, among others, the 2013 University of Maryland's International Alumnus of the year award, the 2001 Distinguished Engineering Alumnus Award, the 1998 Ernst & Young, LLP's Entrepreneur of the Year Award. He holds a B.S. degree in Electrical Engineering, a B.S. degree in Mathematics, and a M.S. in Engineering from the University of Maryland. Mr. Mukunda has traveled extensively and managed companies in Europe and Asia. He has over 25 years of experience managing public companies and has acquired and integrated over 20 companies. His in-depth business experience in the pharmaceutical and OTC industries, his knowledge of U.S. capital markets, capital structuring, international joint ventures, and broad science and engineering background make him qualified to serve as a director of our Company.

Richard Prins has been our Chairman, Audit Committee, and Compensation Committee Chairman since 2012 and has served as an Independent Director since May 2007. Mr. Prins has extensive experience in private equity investing and investment banking. From March 1996 to 2008, he was the Director of Investment Banking at Ferris, Baker Watts, Incorporated ("FBW"). Mr. Prins served in a consulting role for RBC until January 2009. Since February 2003, he has been on the board of Amphastar Pharmaceuticals, Inc. Mr. Prins holds a B.A. degree from Colgate University and an M.B.A. from Oral Roberts University. Mr. Prins has substantial knowledge and experience with U.S. capital markets, has served on and chaired audit and compensation committees of boards, and has extensive experience in finance, accounting, and internal controls over financial reporting. His knowledge of the pharmaceutical industry and experience with U.S. capital markets make him qualified to serve as a director of our Company.

James Moran (Congressman Moran) has served on the Board as an Independent Director since January 2022. He served on Virginia's 8th Congressional District for 24 years, where he was known as a "Problem Solver." Throughout his tenure, he demonstrated bipartisan leadership and worked across the aisle to find common ground to resolve complex issues. He served on the Appropriation, Banking and Finance, and Budget committees. He played a leadership role in the areas of defense, health, and the environment. During his 24 years in Congress, Congressman Moran was recognized as a champion of innovative research and development in areas including healthcare and national security, environmental protection and sustainability, and international trade and fiscal responsibility. He rose to senior leadership on the Appropriations Committee, enabling him to bring billions of dollars into his Northern Virginia communities of Alexandria, Arlington, and Fairfax County. Having retired after 35 years in elected office, Congressman Moran is now with a major law firm and represents international and domestic clients in the defense, technology, entertainment, and international diplomacy sectors. He also serves in leadership roles for several non-profit foundations and is also a member of the Government Blockchain Association. Congressman Moran received a Master's Degree in Public Administration from the University of Pittsburgh Graduate School of Public and International Affairs and a Bachelors in Economics from the College of the Holy Cross.

Congressman Moran introduced the AUTISM Educators Act in 2012, which funded partnerships between public schools and higher education and non-profit organizations to promote teaching skills for educators working with high functioning autism students. He understands that treatment and education for conditions such as Autism and Alzheimer's disease have the potential to positively impact millions of lives. With his extensive experience in Congress and as a policy advisor on topics including health, technology, and education, we are confident Congressman Moran will be a great asset to IGC, especially at a time when we pursue CALMA trial on IGC- AD1 on individuals that have Alzheimer's disease. Congressman Moran's extensive experience makes him qualified to serve as a director of our Company.

On December 27, 2022, the Board of Directors appointed Mr. James Moran as a member of both the Company's Audit and Compensation Committee, effective immediately.

Terry L. Lierman has served on the Board as an Independent Director since March 2024. Mr. Lierman is currently Co-Chair of the Board of Advisors at the Institute of Human Virology ("IHV"), a center in the U.S. focused on accelerating the discovery of diagnostics and therapeutics for deadly viral and immune disorders, and a member of the Board of Visitors at the La Follette School of Public Affairs at the University of Wisconsin, his alma mater. Mr. Lierman founded the Children's Research Institute, one of America's top children's research programs, the Pancreatic Cancer Action Network ("PanCAN"), and the National Organization on Fetal Alcohol Syndrome ("NOFAS"). In addition, from 1987 to 1999, he served as a director/trustee of the NY Life-Mainstay Funds. His distinguished career includes serving at the National Institutes of Health ("NIH"), as the chief administrator for drug research and development at the National Cancer Institute ("NCI"), and as the Staff Director for the Committee on Appropriations at the U.S. Senate and the Chief of Staff and White House liaison to the U.S. House of Representative's Majority Leader. Mr. Lierman's vast healthcare expertise will undoubtedly play a pivotal role in driving our mission to develop innovative therapeutics for crucial unmet needs. His extensive experience uniquely qualifies him to serve as a director of our company.

Claudia Grimaldi, Vice-president, PFO, Chief Compliance Officer, and Director, is responsible for managing the accounting and finance teams in various countries and is responsible for ensuring timely and accurate statutory and regulatory compliance (SEC, FINRA, NYSE, IRS, XETRA 2, among others). In addition, she is responsible for building and managing an international team of doctors, scientists, and advisors that conduct and manage pre-clinical and FDA registered trials focused on Alzheimer's disease. She is also responsible for relationships with partners that provide, among others, animal studies, cannabinoids, and software for AI. She has more than thirteen (13) years of experience with SEC filings, regulatory compliance, and disclosures, having held increasing responsibilities first as Manager of financial reporting and compliance from May 2011 to 2013 and then as General Manager of financial reporting and compliance from 2013 to May 2018. She also serves as a Director/Manager for some of our subsidiaries. Ms. Grimaldi graduated summa cum laude from Javeriana University, a top five university in Colombia, with a Bachelor of Arts in Psychology. She holds an MBA in General Management, graduating with Highest Honors, from Meredith College, in North Carolina. She is a member of Delta Mu Delta International Honor Society. She has also completed Executive Education courses on SEC compliance, finance from UVA, and corporate governance from the Columbia Business School. In addition, she has attended the Darden School of Business Financial Management Executives program at the University of Virginia, and SEC reporting and compliance seminars. She also completed her certification program of the National Association of Corporate Directors (NACD). She is also fluent in both English and Spanish.

On August 18, 2023, the Board of Directors of the Company elected Ms. Claudia Grimaldi to serve on the Board as a non-independent director Class A until the Company's 2026 annual meeting of stockholders upon the election and qualification of successor directors, her earlier death, resignation, or removal. Ms. Grimaldi brings a wealth of experience and qualifications that make her an excellent fit for the board. Ms. Grimaldi's experience with SEC filing procedures is invaluable in ensuring regulatory compliance and transparency within our public company. Additionally, her in-depth understanding of Colombia, and South America where our company has invested in human capital, provides valuable insights into the market dynamics, cultural nuances, and business opportunities within the region. Her SEC filing experience, understanding of Colombia, qualifications in business administration, and general business acumen make her qualified to serve as a director of our Company.

Executive officers are appointed by our Board of Directors. Each executive officer holds his or her office until he or she resigns or is removed by the Board or his or her successor is elected and qualified. All directors hold office until the annual meeting of the stockholders in the year set forth above in the table and until their successors have been duly elected or qualified. There are no family relationships between any of our executive officers or directors. For information on legal proceedings against the Company, please refer to Item 3. Legal Proceedings. There are currently no legal proceedings against the Company's directors or officers.

Board of directors and independence

Our Board of Directors is divided into three classes (Class A, Class B, and Class C) with only one class of directors being elected each year and each class serving a three-year term. The term of office of the Class A director, consisting of Claudia Grimaldi, will expire at the 2026 annual meeting of stockholders. The term of office of the Class B director, currently consisting of Richard Prins and Terry L. Lierman, will expire at the 2027 annual meeting of stockholders. The term of office of the Class C director, currently consisting of Ram Mukunda and James Moran, will expire at the 2028 annual meeting of stockholders. These individuals have played a key role in identifying and evaluating prospective acquisition candidates, selecting the target businesses, and structuring, negotiating, and consummating acquisitions.

The NYSE American, upon which our shares are listed, requires the majority of our Board, or in the case of a smaller reporting Company, at least 50% of our Board, to be "independent." The NYSE American listing standards define an "independent director" generally as a person, other than an officer or an employee of the Company, who does not have a relationship with the Company that would interfere with the director's exercise of independent judgment. Consistent with these standards, the Board of Directors has determined that Messrs. Prins, Moran, and Lierman are independent directors.

Board leadership structure

The Board believes its current leadership structure best serves the objectives of the Board's oversight of management, the Board's ability to carry out its roles and responsibilities on behalf of IGC's shareholders, and IGC's overall corporate governance. The Board also believes that the separation of the Chairman and CEO roles allows the CEO to focus his time and energy on operating and managing IGC, while leveraging the Chairman's experience and perspectives. The Board periodically reviews its leadership structure to determine whether it continues to best serve IGC and its shareholders.

Board oversight of risk management

The Board is responsible for overseeing the major risks facing the Company, while management is responsible for assessing and mitigating the Company's risks on a day-to-day basis. The Board has designated the Audit Committee with the responsibility for overseeing enterprise risk management. The Audit Committee discusses the steps management has taken to monitor and mitigate these risks, if any. In establishing and reviewing IGC's executive compensation, the Compensation Committee considers whether the compensation program is focused on long-term shareholder value creation and whether it encourages short-term risk taking at the expense of long-term results. The Compensation Committee has also reviewed IGC's compensation program and has concluded that these programs do not create risks that are reasonably likely to have a material adverse effect on IGC. Other Board committees also consider risks within their areas of responsibility and apprise the Board of significant risks and management's response to those risks.

Audit committee

Our Board of Directors has established an Audit Committee, currently composed of two independent directors who report to the Board of Directors. Messrs. Prins and Moran, each of whom is an independent director under the NYSE American listing standards, serve as members of our Audit Committee. Mr. Prins is the Chairman of our Audit Committee. In addition, we have determined that Messrs. Prins and Moran are "audit committee financial experts," as that term is defined under Item 407 of Regulation S-K. The Audit Committee is responsible for meeting with our independent accountants regarding, among other issues, audits and the adequacy of our accounting and control systems. The audit committee charter is followed by the committee.

Compensation committee

Our Board of Directors has established a Compensation Committee composed of two independent directors, Messrs. Moran and Prins. Mr. Prins is the current Chairman of our Compensation Committee. The Compensation Committee's purpose is to review and approve the compensation paid to our officers and directors and to administer our 2018 Omnibus Incentive Plan. As per the compensation committee charter, candidate experience, knowledge, and performance are used to evaluate the candidate. The compensation is accordingly decided for the candidate as per the industry standards.

Compensation committee interlocks and insider participation

Our Compensation Committee is comprised of two independent members of the Board of Directors, Richard Prins and James Moran. No executive officer of the Company served as a director or member of the Compensation Committee of any other entity. The Compensation Committee was responsible for determining executive compensation and the award of stock and stock options to employees, advisors, and directors during the nine months ended December 31, 2025. No consultants were used by the Compensation Committee during the nine months ended December 31, 2025.

Nominating and corporate governance committee

In the future, we intend to establish a nominating and corporate governance committee. The primary purpose of the nominating and corporate governance committee will be to identify individuals qualified to become directors, recommend to the Board of Directors the candidates for election by stockholders or appointment by the Board of Directors to fill a vacancy, recommend to the Board of Directors the composition and chairs of Board of Directors committees, develop and recommend to the Board of Directors guidelines for effective corporate governance, and lead an annual review of the performance of the Board of Directors and each of its committees. We do not have any formal process for stockholders to nominate a director for election to our Board of Directors. Currently, nominations are selected or recommended by a majority of the independent directors as stated in Section 804(a) of the NYSE American Company Guide. Since the Company is a smaller reporting company with limited officers and directors, the committee currently does not have a nomination committee charter. The Board of Director nominations occur by either selection or recommendation of a majority of the independent directors.

Disclosure Committee

The CEO and the PFO supervise and oversee the Disclosure Committee. The Board has appointed Mr. Richard Prins as the Chairperson of the Disclosure Committee. The Disclosure Committee's responsibilities are to design, implement, and regularly evaluate the Company's internal controls and procedures, to ensure that the Company provides the stakeholders, including the SEC, security holders, and the investment community, disclosures that comply with regulations and other compliance obligations. The Disclosure Committee will review all required material and relevant reports related to disclosure statements, including transition reports on Form 10-KT, quarterly reports on Form 10-Q, press releases, and social media containing financial information and other related public documents. The Disclosure Committee meets not less than once per quarter and reviews and reassesses the adequacy of the Disclosure Committee's Charter at least annually.

Audit Committee Financial Expert

The Audit Committee will at all times be composed exclusively of "independent directors" who are "financially literate," as defined under the NYSE American listing standards, who understand the audit committee functions. The NYSE American's listing standards define "financially literate" as being able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. In addition, we must certify to the NYSE American that the Audit Committee has, and will continue to have, at least one member who has past employment experience in finance, accounting, or auditing, requisite professional certification in accounting, or other comparable experience or background that results in the individual's financial sophistication, along with an understanding of internal control over financial reporting. The Board of Directors has determined that Messrs. Prins and Moran satisfy the NYSE American's definition of financial sophistication and qualify as "audit committee financial experts," as defined under the rules and regulations of the SEC.

Board and committee meetings

During the nine months ended December 31, 2025, there were six (6) Board meetings, five (5) meetings of the Audit Committee, and two (2) Compensation Committee meetings, all of which were attended, either in person or telephonically, by all our directors of the Board and all of the members of the committees, respectively.

Communications with the Board

Any matter intended for the Board or any individual member of the Board should be directed to Investor Relations at the Company's principal executive office, with a request to forward the communication to the intended recipient. In general, any shareholder communication delivered to the Company for forwarding to Board members will be forwarded in accordance with the shareholder's instructions. However, the Company reserves the right not to forward to Board members any abusive, threatening, or otherwise inappropriate materials.

Indemnification agreements

We are party to indemnification agreements with each of the executive officers and directors. Such indemnification agreements require us to indemnify these individuals to the fullest extent permitted by law. Under the terms of the indemnification agreements, we intend to agree to indemnify our officers and directors against expenses, judgments, fines, penalties, or other amounts actually and reasonably incurred by the independent director in connection with any proceeding if the officer or director acted in good faith and did not derive an improper personal benefit from the transaction or occurrence that is the basis of the proceeding.

Annual meeting attendance

All directors, either in person or telephonically, attended the 2025 annual shareholder's meeting. We have a formal policy requiring the members of our Board of Directors to attend annual stockholder meetings in person or by telephone or video conference.

Corporate governance, code of conduct, and ethics

A code of business conduct and ethics is a written standard designed to deter wrongdoing and to promote (a) honest and ethical conduct, (b) full, fair, accurate, timely, and understandable disclosure in regulatory filings and public statements, (c) compliance with applicable laws, rules, and regulations, (d) the prompt reporting violation of the code and (e) accountability for adherence to the code. The Company has adopted a written code of ethics (the "Code of Ethics") that applies to the Company's Chief Executive Officer and senior financial officers, including the Company's Principal Accounting Officer, Controller, and persons performing similar functions (collectively, the "Senior Financial Officers"), in accordance with applicable federal securities laws and the rules of the NYSE American, and to all employees. Investors or any other person may view our Code of Ethics free of charge on the corporate governance subsection of the investor relations portion of our website at www.igcinc.us. The Company has established separate audit and compensation committees that are described elsewhere in this report. The Company does not have a separate nominating committee. Accordingly, Board of Director nominations occur by either selection or recommendation of a majority of the independent directors.

All our data, except accounting data, is stored in the cloud on multiple servers, which helps us mitigate the overall risk of losing data. As part of corporate governance, we also have a cybersecurity policy that employees are required to comply with to safeguard their systems from cyber-attacks.

Insider Trading Policy

We have an insider trading policy governing the purchase, sale, and other dispositions of our securities (the "Insider Trading Policy") that applies to all of our directors, officers, employees, and other covered persons identified within the Insider Trading Policy. We believe that the Insider Trading Policy is reasonably designed to promote compliance with applicable U.S. federal securities laws, rules, and regulations, as well as applicable listing standards relating to insider trading. In addition, with regard to our trading in our own securities, it is our policy to comply with applicable federal securities laws and applicable listing requirements.

Delinquent Section 16(a) reports

Section 16(a) of the Securities and Exchange Act of 1934, as amended, requires our officers, directors, and beneficial owners of more than 10% of our equity securities to timely file certain reports regarding ownership of and transactions in our securities with the Securities and Exchange Commission. Copies of the required filings must also be furnished to us. Section 16(a) compliance was required during the Transition Period. Based solely on a review of Forms 3, 4, and 5 and amendments thereto furnished to us pursuant to Rule 16a-3(e) under the Exchange Act, we believe that filing requirements under Section 16(a) of the Exchange Act for the Transition Period have been satisfied, except for (1) a Form 4 for Claudia Grimaldi reporting the granting of options and gifts to the reporting person's children on October 17, 2025; (2) a Form 4 for James Moran reporting the grant of stock options on October 17, 2025, (3) a Form 5 for Ram Mukunda reporting the vesting of RSUs on March 31, 2025, (4) a Form 4 for Richard Prins reporting the grant of stock options on October 17, 2025 and (5) a Form 4 for Terry L. Lierman reporting the grant of stock options on October 17, 2025.

ITEM 11. EXECUTIVE COMPENSATION

Compensation for executive officers of the Company

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by, or paid to (i) all individuals serving as the smaller reporting company's principal executive officer or acting in a similar capacity during the Transition Period ("PEO"), regardless of compensation level; (ii) the smaller reporting company's two most highly compensated executive officers other than the PEO who was serving as executive officers at the end of the Transition and whose compensation exceeded $100,000 for the periods indicated below.

Summary Compensation Table
(in thousands)

Name and Principal Position	Nine Months Ended December 31,	Salary ($)	Bonus ($)	Stock Awards (2) ($)	Other compensation (3) ($)	Total Compensation ($)
Ram Mukunda	2025	305	17	1,530	39	**1,891**
President and CEO	2024	286	92	-	39	**417**
Claudia Grimaldi	2025	177	-	510	19	**706**
Vice President, CCO, and PFO	2024	164	-	-	19	**183**

(1) Effective September 2025, the compensation of Mr. Ram Mukunda and Ms. Claudia Grimaldi was increased by 20%. As of December 31, 2025, the Company had accrued compensation and bonuses payable of approximately $234 thousand to Mr. Mukunda, and $189 thousand to Ms. Grimaldi, respectively. The bonuses are subject to the achievement of milestones, including completion of the CALMA Trial and successful fundraising through equity or debt financing, strategic partnerships, or non-dilutive grants. As of December 31, 2025, Ms. Claudia Grimaldi provided a working capital loan to the Company of approximately $146 thousand. For additional information, see Item 13, "Certain Relationships and Related Transactions, and Director Independence."

(2) The Stock Awards represent the fair value of stock awards to the named executive officer as computed using the closing price at the day of grant or using an appropriate pricing model depending on the terms of the award. The Stock Awards include vested and unvested grants of stock awards as reflected in the table titled "Stock Awards at Fiscal Year End." This also includes two categories of Stock Awards that are set out in the tables titled "Performance-Based Stock Awards" and "Market Price-Based Stock Awards," which account for approximately $680 thousand in the nine months ended December 31, 2025, and Nil in the nine months ended December 31, 2024.

(3) Includes life insurance, 401 (k) contribution, health insurance (s), and other applicable compensation.

Name and Principal Position	Twelve Months Ended March 31,	Salary ($)	Bonus ($) (1)	Stock Awards (2) ($)	Other compensation (3) ($)	Total Compensation ($)
Ram Mukunda	2025	396	92	-	80	568
President and CEO	2024	360	320	1,066	75	1,821
Claudia Grimaldi	2025	226	-	-	33	259
Vice President, CCO, and PFO	2024	198	112	370	37	717

(1) As of March 31, 2025, the outstanding bonuses for Ram Mukunda, approximately $423 thousand, and Claudia Grimaldi, approximately $327 thousand, have been converted into performance-based bonuses and will be paid upon achieving the following milestones. Completion of CALMA Clinical Trial; 2. Successful fundraising of at least $5 million via equity, debt, partnerships, or non-dilutive grants.

(2) The Stock Awards represent the fair value of stock awards to the named executive officer as computed using the closing price at the day of grant or using an appropriate pricing model depending on the terms of the award. The Stock Awards include vested and unvested grants of stock awards as reflected in the table titled "Stock Awards at Fiscal Year End." This also includes two categories of Stock Awards that are set out in the tables titled "Performance-Based Stock Awards" and "Market Price-Based Stock Awards," which account for approximately $689 thousand in fiscal 2024 and Nil in fiscal 2025.

(3) Includes life insurance, 401 (k) contribution, health insurance(s), and other applicable compensation.

Compensation to Directors
(in thousands)

During the nine months ended December 31, 2025, the compensation awarded to, earned by, or paid to non-employee directors who served on the Board.

Name	Number of Stock Awards	Total Compensation ($)
Richard Prins	750	255
James Moran	500	170
Terry L. Lierman	500	170

(1) The Total Compensation represents the fair value of stock awards to the named director as computed using the closing price at the day of grant or using an appropriate pricing model depending on the terms of the award. The Stock Awards includes vested and unvested grants of stock awards.

Stock Awards as of December 31, 2025
(in thousands)

Name	Number of unvested Stock Awards (#)	Value of unvested Stock Awards ($)	Value of vested Stock Awards ($)	Total Value of Stock Awards ($)
Ram Mukunda	9,127	4,533	199	4,732
Claudia Grimaldi	2,381	804	77	881
Richard Prins	1,586	763	33	796
James Moran	794	245	-	245
Terry L. Lierman	550	186	-	186

Stock Awards as of March 31, 2025
(in thousands)

Name	Number of unvested Stock Awards (#)	Value of unvested Stock Awards ($)	Value of vested Stock Awards ($)	Total Value of Stock Awards ($)
Ram Mukunda	5,527	3,200	274	3,474
Claudia Grimaldi	1,230	371	81	452
Richard Prins	936	540	78	618
James Moran	294	75	55	130
Terry L. Lierman	50	16	16	32

The Stock Awards reflect the grant date fair value, in accordance with Accounting Standards Codification (ASC) Topic 718, Compensation — Stock Compensation (formerly Statement of Financial Accounting Standards (SFAS) No. 123R) for awards pursuant to the Company's equity incentive program.

Included in the tables above are two categories of Stock Awards: (i) performance-based stock awards that are based on achieving milestones in the area of drug development; and (ii) market price-based awards, based on advancing the IGC stock price.

Employment contracts

Ram Mukunda has served as President and Chief Executive Officer of our Company since its inception. On November 18, 2021, the Company, and Mr. Mukunda entered into the 2021 CEO Employment Agreement that expires on November 17, 2026. Pursuant to the 2021 CEO Employment Agreement, we pay Mr. Mukunda a base salary of $360,000 per year. The Employment Agreement provides that the Board of Directors of our Company may review and update the targets and amounts for the net revenue and salary and contract bonuses on an annual basis. Mr. Mukunda is entitled to benefits, including insurance, participation in company-wide 401(k), reimbursement of business expenses, 20 days of annual paid vacation, sick leave, domestic help, driver, cook, and a car (subject to partial reimbursement by Mr. Mukunda of rental payments for the car and reimbursement of business expenses). In the event of termination without cause, including a change of control, we would be required to pay Mr. Mukunda 1.5 times the average of the total compensation as disclosed in the previous two 10-K filings prior to termination. In addition, all unvested shares would be subject to immediate vesting.

Claudia Grimaldi has served as Vice President, Principal Financial Officer, Chief Compliance Officer, and Director of our subsidiaries since May 9, 2018. On May 5, 2023, the Company and Ms. Grimaldi entered into an Employment Agreement that expires on May 8, 2028 (the 2023 Employment Agreement). Pursuant to the Employment Agreement, we pay Ms. Grimaldi a base salary of $200,000 per year. The Employment Agreement provides that the Company may review and update performance targets and contract bonuses on an annual basis. Ms. Grimaldi is entitled to benefits, including insurance, participation in company-wide 401(k), reimbursement of business expenses, 20 days of annual paid vacation, sick leave, and a car (subject to partial reimbursement by Ms. Grimaldi for personal use of the car). In the event of termination without cause, including a change of control, we would be required to pay Ms. Grimaldi 1.5 times her compensation. In addition, unvested shares that would otherwise vest in a 12-month period would be subject to immediate vesting.

For non-employee directors, the Company has a standard compensation arrangement, such as fees for committee service, service as chairman of the board, or a committee, and meeting attendance.

Compensation risk assessment

In setting compensation, the Compensation Committee considers the risks to our stockholders and to the achievement of our goals that may be inherent in our compensation programs. The Compensation Committee reviewed and discussed its assessment with management and concluded that our compensation programs are within industry standards and are designed with the appropriate balance of risk and reward to align employees' interests with those of our Company and do not incent employees to take unnecessary or excessive risks. Although a portion of our executives' and employees' compensation is performance-based and "at risk," we believe our compensation plans are appropriately structured and are not reasonably likely to result in a material adverse effect on our Company.

Policies and practices related to the grant of equity awards close in time to the release of material non-public information

Neither the Board nor the Compensation Committee takes material non-public information into account when determining the timing or terms of equity awards, including with respect to options, nor do we time the disclosure of material non-public information for the purpose of affecting the value of executive compensation. Although we do not have a formal policy with respect to the timing of our equity award grants, we have generally granted such awards once a year to directors and executive officers, and equity awards may be granted at other times during the year to newly hired or promoted employees, and in other special circumstances.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information regarding the beneficial ownership of our common stock as of March 11, 2026, by each person known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock, each of our executive officers and directors, and all our officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and does not necessarily indicate beneficial ownership for any other purpose. Under these rules, beneficial ownership includes those shares of common stock over which the stockholder has sole or shared voting or investment power. It also includes shares of common stock that the stockholder has a right to acquire within 60 days through the exercise of any option or other right. The percentage ownership of the outstanding common stock, which is based upon shares of common stock outstanding as of March 11, 2026, is based on the assumption, expressly required by the rules of the SEC, that only the person or entity whose ownership is being reported has exercised options to purchase shares of our common stock.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them. Unless otherwise noted, the nature of the ownership set forth in the table below is the common stock of the Company. The table below sets forth as of March 11, 2026, except as noted in the footnotes to the table, certain information with respect to the beneficial ownership of the Company's common stock by (i) all persons or groups, according to the most recent Schedule 13D or Schedule 13G filed with the SEC or otherwise known to us, to be the beneficial owners of more than 5% of the outstanding common stock of the Company, (ii) each director of the Company, (iii) the executive officers named in the Summary Compensation Table, and (iv) all such executive officers and directors of the Company as a group.

	Shares Owned (in thousands)	
Name and Address of Beneficial Owners/Named Executive Officers and Directors: (1)	**Number of Shares Beneficially Owned**	**Percentage of Class***
Ram Mukunda (2)	3,992,678	4.04%
Claudia Grimaldi	1,134,252	1.15%
Richard Prins	1,371,251	1.39%
James Moran (4)	1,105,735	1.12%
Terry L. Lierman	29,411	0.03%
Bradbury Strategic Fund (3)	17,623,529	17.84%
All Executive Officers and Directors as a group (5 persons)	**25,256,856**	**25.56%**

* Based on 98,796,089 shares of common stock outstanding as of March 11, 2026.

(1) Unless otherwise indicated, the address of each of the individuals listed in the table is c/o IGC Pharma, Inc., 10224 Falls Road, Potomac, MD 20854.

(2) The beneficial ownership table does not include 860,752 shares of common stock that are owned by Mr. Mukunda's spouse for which Mr. Mukunda has no voting or financial rights.

(3) The individual who holds voting and investment power in the investment manager is Mr. Loo See Yuen, the Director of Bradbury Asset Management. The address of the entity is Unit 5106-7, 51st Floor, The Center, 99 Queen's Road Central, Central, Hong Kong.

(4) The beneficial ownership table includes 588,235 shares of common stock that are owned by Moran Global Strategies, Inc., for which Mr. Moran has voting or financial rights

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Other than as described below, during the Transition Period and the last two fiscal years prior thereto, we have not entered into any material transactions or series of transactions that would be considered material in which any officer, director, or beneficial owner of 5% or more of any class of our capital stock, or any immediate family member of any of the preceding persons, had direct or indirect material interest, nor are there any such transactions presently proposed, other than the agreements with the affiliates of our CEO as described under "Executive Compensation – Compensation for Executive Officers of the Company."

Review, approval, or ratification of related party transactions

We have a written policy for the review and approval of transactions with related persons. It is our policy for the disinterested members of our Board to review all related party transactions on a case-by-case basis. To receive approval, a related-party transaction must have a business purpose for us and be on terms that are fair and reasonable to us and as favorable to us as would be available from non-related entities in comparable transactions.

Transaction with Related Parties

During the nine months ended December 31, 2025, the Company received a working capital loan of approximately $146 thousand from Ms. Claudia Grimaldi, the Company's Principal Financial Officer. The loan was approved by the Board of Directors and bears interest at a rate equal to the U.S. federal funds rate plus 5.0%, which management believes is reasonable in light of the Company's credit profile and the unsecured, short-term nature of the borrowing. Interest accrues and is payable upon repayment, and the principal is due on demand. As of December 31, 2025, the outstanding principal balance was approximately $146 thousand, and the accrued interest payable was $5,840. The Company recognized interest expense of $5,840 related to this loan during the nine months ended December 31, 2025.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Manohar Chowdhry & Associates ("MCA") is our Principal Independent Registered Public Accounting Firm engaged to examine our financial statements for the Transition Period. During the Company's two most recent fiscal years ended March 31, 2025, and 2024, and through February 28, 2026, the Company did not consult with MCA on (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that may be rendered on the Company's financial statements, and MCA has not provided either a written report or oral advice to the Company that was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; or (ii) the subject of any disagreement, as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or a reportable event within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

Audit-related and other fees

The table below shows the fees that we paid or accrued for the audit and other services provided by Manohar Chowdhry & Associates for the nine months ended December 31, 2025, and twelve months ended March 31, 2025.

Audit fees

This category includes the audit of our annual financial statements, review of financial statements included in our annual and quarterly reports and services that are normally provided by the independent registered public accounting firms in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

Internal control audit fees

This category includes the audit of the Company's internal control over financial reporting based on criteria established in Internal Control—Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Audit-related fees

This category consists of assurance and related services by the independent registered public accounting firms that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under "Audit Fees." The services for the fees disclosed under this category include services relating to our registration statement and consultation regarding our correspondence with the SEC.

Tax fees

This category consists of professional services rendered for tax compliance, tax planning, and tax advice. These services include tax return preparation and advice on state and local tax issues.

All other fees

This category consists of fees for other miscellaneous items.

	(in thousands)	
	Nine Months Ended December 31, 2025 ($)	**Twelve Months Ended March 31, 2025 ($)**
Audit fees - Manohar Chowdhry & Associates	60	$ 69
Audit-related fees - Manohar Chowdhry & Associates	-	-
Tax fees	-	-
All other fees	-	-
Total	**60**	**$ 69**

Policy on pre-approval of audit and permissible non-audit services of independent auditors

Consistent with SEC policies regarding auditor independence, the audit committee of our Board of Directors has responsibility for appointing, setting compensation, and overseeing the work of the independent auditor. In recognition of this responsibility, our Board of Directors has established a policy to pre-approve all audit and permissible non-audit services provided by the independent auditor. Prior to the engagement of the independent auditor for the next year's audit, management may submit, if necessary, an aggregate of services expected to be rendered during that year for each of the following four categories of services to our Board of Directors for approval.

1. *Audit* services include audit work performed in the preparation of financial statements and audit of internal controls, as well as work that generally only the independent auditor can reasonably be expected to provide, including comfort letters, statutory audits, and attest services and consultation regarding financial accounting and/or reporting standards.

2. *Audit-Related* services are for assurance and related services that are traditionally performed by the independent auditor, including due diligence related to mergers and acquisitions, employee benefit plan audits, and special procedures required to meet certain regulatory requirements.

3. *Tax* services include all services performed by the independent auditor's tax personnel except those services specifically related to the audit of the financial statements and includes fees in the areas of tax compliance, tax planning, and tax advice.

4. *Other* Fees are those associated with services not captured in the other categories.

Prior to engagement, our Board of Directors pre-approves these services by category of service. The fees are budgeted, and our Board of Directors requires the independent auditor and management to report actual fees versus the budget periodically throughout the year by category of service. During the year, circumstances may arise when it may become necessary to engage the independent auditor for additional services not contemplated in the original pre-approval. In those instances, our Board of Directors requires specific pre-approval before engaging the independent auditor.

Our audit committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to our Board of Directors at its next scheduled meeting.

Pre-approved services

The Audit Committee's charter provides for pre-approval of audit, audit-related, and tax services to be performed by the independent auditors. The Audit Committee approved the audit and audit-related services to be performed by independent auditors and tax services by the tax professionals in the nine-months transition period ended December 31, 2025. The charter also authorizes the Audit Committee to delegate to one or more of its members pre-approval authority with respect to permitted services. The decisions of any Audit Committee member to whom pre-approval authority is delegated must be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee has not delegated such authority to its members.

Audit committee report

The Audit Committee of the Board is composed of two directors, each of whom meets the current NYSE American test for independence. The Committee acts under a written charter adopted by the Board. The Audit Committee has prepared the following report on its activities with respect to the Company's audited financial statements for the nine months ended December 31, 2025 (the Audited Financial Statements):

- The Audit Committee reviewed and discussed the Company's Audited Financial Statements with management.
- The Audit Committee discussed with Manohar Chowdhry & Associates, the Company's independent auditors for transition report 10KT for nine months ended on December 2025, the matters required to be discussed by AS 1300, as adopted by the Public Company Accounting Oversight Board;
- The Audit Committee received from the independent auditors the written disclosures regarding auditor independence and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), discussed with Manohar Chowdhry & Associates, its independence from the Company and its management; and
- Based on the review and discussion referred to above, and in reliance thereon, the Audit Committee recommended to the Board that the Audited Financial Statements be included in the Company's Transition Report on Form 10-KT for the nine months ended December 31, 2025, for filing with the U.S. Securities and Exchange Commission.

All members of the Audit Committee concur in this report.

AUDIT COMMITTEE:

Richard Prins
James Moran

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The exhibits listed in the accompanying index to exhibits are filed, furnished, or incorporated by reference as part of this Transition Report on Form 10-KT.

(a) All Financial Statements

(b) Exhibits required by Item 601 of Regulation S-K

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	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).
3.3	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).
3.4	Articles of Amendment to the Articles of Incorporation of IGC Pharma, Inc., as filed with and accepted by the Maryland State Department of Assessments and Taxation on December 12, 2025 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 12, 2025).
3.5	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).
3.6	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).
4.1	Description of Common Stock (incorporated by reference to a prospectus supplement filed on March 22, 2024, to Prospectus effective January 8, 2024)
10.01**	2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Definitive Proxy Statement on Form DEF 14A dated October 10, 2017).
10.02**	Employment Agreement, effective as of November 18, 2021, by and between IGC Pharma, Inc. and Mr. Ram Mukunda (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 19, 2021).
10.03**	Restricted Stock Unit Agreement with CEO Mr. Ram Mukunda (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-8 filed on December 23, 2021).
10.04**	Employment Agreement, effective as of May 9, 2023, by and between IGC Pharma, Inc. and Ms. Claudia Grimaldi (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 5, 2023).
10.05	The definitive license agreement with the University of South Florida making IGC the exclusive licensee of the U.S. patent filing entitled "THC as a Potential Therapeutic Agent for Alzheimer's Disease" (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated June 12, 2017).
10.06	Sales Agreement dated March 19, 2024, by and between IGC Pharma, Inc. and A.G.P./Alliance Global Partners (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 21, 2024).
10.07	Master Loan Agreement, dated June 30, 2023, between IGC Pharma, Inc. and O-Bank, CO., LTD (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 7, 2023).
10.08	Extension of Master Loan Agreement between IGC Pharma, Inc. and O-Bank, CO., LTD. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 2, 2024).
10.09	Form of Share Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 7, 2023).
10.10	Share Purchase Agreement, dated March 22, 2024, between IGC Pharma, Inc. and Bradbury Asset Management (Hong Kong) Limited ("Bradbury") (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K on March 28, 2024). †
10.11	IGC Form of Board of Directors Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 13, 2024).

10.12	Share Purchase Agreement, dated September 25, 2024, between IGC Pharma, Inc. and Moran Global Strategies, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 27, 2024).
10.13	Sale of Assets and Manufacturing Agreement, dated September 29, 2025, by and between Holi Hemp LLC and Wellness Northwest Inc. (incorporated by reference Exhibit 10.1 to Company's Current Report on Form 8-K filed October 1, 2025).
10.14	Subscription Agreement, among the Company and the Investors (incorporated by reference Exhibit 10.1 to Company's Current Report on Form 8-K filed January 6, 2026).
21.1*	Subsidiaries of IGC Pharma, Inc.
23.1*	Consent of Manohar Chowdhry & Associates.
31.1*	Certificate pursuant to 17 CFR 240.13a-14(a).
31.2*	Certificate pursuant to 17 CFR 240.13a-14(a).
32.1*	Certificate pursuant to 18 USC. § 1350.
32.2*	Certificate pursuant to 18 USC. § 1350.
97.1	Dodd-Frank Clawback Policy (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K filed on June 24, 2024)
101.INS***	Inline XBRL Instance Document.
101.SCH***	Inline XBRL Taxonomy Extension Schema Document.
101.CAL***	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF***	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB***	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE***	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101).

* Filed herewith.
** Indicates management contract or compensatory plan or arrangement.
*** Furnished herewith
† Certain schedules or similar attachments to this exhibit have been omitted in accordance with Item 601(a)(5) of Regulation S-K.

ITEM 16. FORM 10 - KT SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: March 18, 2026

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

Date: March 18, 2026

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 18, 2026

/s/ Ram Mukunda
Ram Mukunda
President, Chief Executive Officer, and Director
(Principal Executive Officer)

Date: March 18, 2026

/s/ Claudia Grimaldi
Claudia Grimaldi
Vice-president & Chief Compliance Officer, and Director
(Principal Financial Officer)

Date: March 18, 2026

/s/ Rohit Goel
Rohit Goel
Principal Accounting Officer

Date: March 18, 2026

/s/ Richard Prins
Richard Prins
Chairman of the Board of Directors

Date: March 18, 2026

/s/ James Moran
James Moran
Director

Date: March 18, 2026

/s/ Terry L. Lierman
Terry L. Lierman
Director

Exhibit 21.1

The table below lists our subsidiaries.

Subsidiaries	Ultimate holding company	Jurisdiction of Incorporation	Percentage of holding as of December 31, 2025	Percentage of holding as of March 31, 2025
IGCare, LLC	IGC	Maryland, USA	-	100
IGC Pharma, LLC	IGC	Delaware, USA	100	100
HH Processors, LLC (formerly Holi Hemp, LLC)	IGC	Maryland, USA	100	100
Sunday Seltzer, LLC	IGC	Maryland, USA	-	100
SAN Holdings, LLC	IGC	Maryland, USA	100	100
IGC Pharma SAS [(1)]	IGC	Colombia	100	100
Techni Bharathi Private Limited (TBL)	IGC	India	100	100
India Mining and Trading Private Limited (IGC-IMT) [(2)]	IGC	India	-	100
IGC Materials Private Limited (IGC-MPL) [(2)]	IGC	India	-	100
IGC Enterprises Limited (IGC-ENT)	IGC	Hong Kong	100	100
Hamsa Biopharma India Pvt. Ltd.	IGC	India	100	100
IGC Pharma IP, LLC	IGC	Maryland, USA	100	100

(1) Beneficially owned by IGC

(2) IGC-IMT and IGC-MPL were non-operating subsidiaries. These subsidiaries did not have a material impact on the balance sheet or statement of operations.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
IGC Pharma, Inc.

We hereby consent to the incorporation by reference to the Registration Statement Nos. 333-291564, 333-274853, 333-261861, No. 333-226960, and 333-236615 on Form S-8 pertaining to the IGC Pharma, Inc. 2018 Omnibus Incentive Plan and Special Grants, and (ii) Registration Statement Nos. 333-274802, 333-276330, 333-278775, 333-288785, and 333-291567 on Form S-3, of our report dated XX, 2026, with respect to the consolidated financial statements of IGC Pharma Inc. included in this Transition Report (Form 10-KT) for the transition period ended December 31, 2025.

/s/ Manohar Chowdhry & Associates
Manohar Chowdhry & Associates
Chennai, India

March 17, 2026

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 transition report on Form 10-KT 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: March 18, 2026

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 transition report on Form 10-KT 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: March 18, 2026

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

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 USC. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the transition report on Form 10-KT of IGC Pharma, Inc. (the "Company") for the nine-month transition period ended December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ram Mukunda, Chief Executive Officer, and President of the Company, certify, pursuant to 18 USC. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 18, 2026

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

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 USC. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the transition report on Form 10-KT of IGC Pharma, Inc. (the "Company") for the nine-month transition period ended December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Claudia Grimaldi, Vice President, Principal Financial Officer of the Company, certify, pursuant to 18 USC. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 18, 2026

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