

**INDEPENDENT AUDITOR'S REPORT ON SPECIAL PURPOSE STANDALONE FINANCIAL STATEMENTS**

To the Board of Directors of ILSL Holdings Inc.

**Opinion**

We have audited the accompanying Special Purpose Standalone Financial Statements of ILSL Holdings Inc. ("the Company") which comprises the Special Purpose Standalone Balance Sheet as at March 31, 2023, the Special Purpose Standalone Statement of Profit and Loss, including Other Comprehensive Income, Special Purpose Standalone Cash Flow Statement and the Special Purpose Standalone Statement of Changes in Equity including a summary of significant accounting policies and other explanatory information for the years ended March 31, 2023, (hereinafter referred to as 'Special Purpose Standalone Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Standalone Financial Statements have been prepared, in all material respects in accordance with the Basis of Preparation set out in Note 1 to the accompanying Special Purpose Standalone Financial Statements.

**Basis for Opinion**

We conducted our audit of the Special Purpose Standalone Financial Statements in accordance with the Standards on Auditing (SAs) as specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Special Purpose Standalone Financial Statements section of our report. We are independent in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Special Purpose Standalone Financial Statements and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Special Purpose Standalone Financial Statements.

**Emphasis of Matters****Basis of Preparation and Restriction on Distribution and Use**

We draw attention to Note 1 to the accompanying Special Purpose Standalone Financial Statements, which describes the basis of preparation. These financial statements are prepared for the purpose as described in Note 1 to the Special Purpose Standalone Financial Statements. As a result, these Special Purpose Standalone Financial Statements may not be suitable for another purpose. Our report is intended solely to comply with requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations on material subsidiaries and for the proposed initial public offering of equity shares of Indegene Limited (Parent Company). This report is not to be used, referred to or distributed for any other purpose.

Our opinion is not modified in respect of the aforesaid matter.

**Management's Responsibility for the Special Purpose Standalone Financial Statements**

The Board of Directors of the Company are responsible for the preparation and presentation of Special Purpose Standalone Financial Statements in accordance with Basis of Preparation set out in Note 1 to the Special Purpose Standalone Financial Statements. The Board of Directors of the Company are also responsible for maintenance of adequate accounting records, for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of





the accounting records, relevant to the preparation and presentation of the Special Purpose Standalone Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Special Purpose Standalone Financial Statements, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

#### **Auditor's Responsibilities for the Audit of the Special Purpose Standalone Financial Statements**


Our responsibility is to express an opinion on the Special Purpose Standalone Financial Statements based on our audit. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Special Purpose Standalone Financial Statements are free from material misstatement.

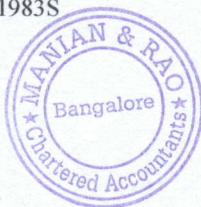
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Special Purpose Standalone Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Special Purpose Standalone Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the Special Purpose Standalone Financial Statements.

Because of the inherent limitations of an audit, including the possibility of collusions or improper management override of controls, there is an unavoidable risk that material misstatements due to fraud or error may occur and not be detected, even though the audit is properly planned and performed in accordance with the SAs.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

For Manian & Rao  
Chartered Accountants  
ICAI Firm Registration Number: 001983S

  
Paresh Daga  
Partner  
Membership Number: 211468  
UDIN: 23211468BGXVVB3819



Place of Signature: Bangalore  
Date: 5 June 2023



**HLSL Holdings Inc.**  
**Special Purpose Standalone Balance Sheet**  
*(All amounts in USD, unless otherwise stated)*

| Particulars   | Notes | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|-------|------------------------|------------------------|
| <b>Assets</b>   |       |                        |                        |
| <b>Non-current assets</b>   |       |                        |                        |
| Right-of-use assets   | 3     | 874,020                | 126,177                |
| <b>Financial assets</b>   |       |                        |                        |
| (i) Investments   | 4     | 103,339,831            | 38,256,571             |
| (ii) Other financial assets   | 5     | 30,000                 | 35,967                 |
| Other non-current assets  | 6     | 414,016                | -                      |
| <b>Total non-current assets</b>   |       | <b>104,657,867</b>     | <b>38,418,715</b>      |
| <b>Current assets</b>   |       |                        |                        |
| <b>Financial assets</b>   |       |                        |                        |
| (i) Investment  | 7     | 54,199,103             | -                      |
| (ii) Cash and cash equivalents  | 8     | 27,020                 | 59,148,577             |
| (iii) Other financial assets  | 9     | 1,708,782              | 830,826                |
| Other current assets  | 10    | 263,661                | 109,599                |
| <b>Total current assets</b>   |       | <b>56,198,566</b>      | <b>60,088,993</b>      |
| <b>Total assets</b>   |       | <b>160,856,433</b>     | <b>98,507,708</b>      |
| <b>Equity and liabilities</b>   |       |                        |                        |
| <b>Equity</b>   |       |                        |                        |
| Equity share capital  | 11    | 107                    | 100                    |
| Instruments entirely equity in nature   | 11    | 136                    | 136                    |
| Other equity  | 12    | 13,122,087             | (1,512,698)            |
| <b>Total equity</b>   |       | <b>13,122,330</b>      | <b>(1,512,462)</b>     |
| <b>Liabilities</b>  |       |                        |                        |
| <b>Non-current liabilities</b>  |       |                        |                        |
| <b>Financial liabilities</b>  |       |                        |                        |
| (i) Borrowings  | 13    | 48,000,000             | 19,449,148             |
| (ii) Lease liabilities  | 14    | 741,013                | -                      |
| (iii) Other financial liabilities   | 15    | 16,609,725             | 10,433,574             |
| <b>Total non-current liabilities</b>  |       | <b>65,350,738</b>      | <b>29,882,722</b>      |
| <b>Current liabilities</b>  |       |                        |                        |
| <b>Financial liabilities</b>  |       |                        |                        |
| (i) Borrowings  | 16    | -                      | 966,102                |
| (ii) Lease liabilities  | 17    | 158,120                | 203,910                |
| (iii) Trade payables  | 18    | -                      | -                      |
| a) total outstanding dues of micro enterprises and small enterprises                      |       | -                      | -                      |
| b) total outstanding dues of creditors other than micro enterprises and small enterprises |       | 20,000                 | 49,324                 |
| (iv) Other financial liabilities  | 19    | 82,205,245             | 68,918,112             |
| <b>Total current liabilities</b>  |       | <b>82,383,365</b>      | <b>70,137,448</b>      |
| <b>Total liabilities</b>  |       | <b>147,734,103</b>     | <b>100,020,170</b>     |
| <b>Total equity and liabilities</b>   |       | <b>160,856,433</b>     | <b>98,507,708</b>      |

The accompanying notes form an integral part of these the Special Purpose Standalone Financial Statements.

As per our report of even date attached

for Manian & Rao  
Chartered Accountants  
Firm Registration Number: 0019835

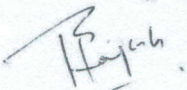
  
Paresh Daga

Partner  
Membership Number: 211468

Place: Bengaluru  
Date: 05 June 2023



For and on behalf of the Board of Directors of  
HLSL Holdings Inc.

  
Dr. Rajesh B Nair

Director

Place: Princeton  
Date: 05 June 2023

  
Manish Gupta

Director

Place: Bengaluru  
Date: 05 June 2023



**ILSL Holdings Inc.**  
**Special Purpose Standalone Statement of Profit and Loss**  
*(All amounts in USD, unless otherwise stated)*

| Particulars                                  | Notes | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------|-------------------------------------|-------------------------------------|
| <b>Income</b>                                |       |                                     |                                     |
| Other income                                 | 20    | 2,040,913                           | 55,082                              |
| <b>Total income</b>                          |       | <b>2,040,913</b>                    | <b>55,082</b>                       |
| <b>Expenses</b>                              |       |                                     |                                     |
| Finance costs                                | 21    | 4,025,662                           | 1,007,966                           |
| Depreciation and amortisation expense        | 22    | 204,207                             | 227,738                             |
| Other expenses                               | 23    | 1,176,252                           | 2,873,988                           |
| <b>Total expenses</b>                        |       | <b>5,406,121</b>                    | <b>4,109,692</b>                    |
| <b>Loss before exceptional items and tax</b> |       | <b>(3,365,208)</b>                  | <b>(4,054,610)</b>                  |
| <b>Exceptional items</b>                     | 35    | -                                   | (6,305,800)                         |
| <b>Loss before tax</b>                       |       | <b>(3,365,208)</b>                  | <b>(10,360,410)</b>                 |
| <b>Tax expense:</b>                          | 24    |                                     |                                     |
| Current tax                                  |       | -                                   | 2,000                               |
| <b>Total tax expenses</b>                    |       | <b>-</b>                            | <b>2,000</b>                        |
| <b>Loss for the year</b>                     |       | <b>(3,365,208)</b>                  | <b>(10,362,410)</b>                 |
| <b>Other comprehensive income for year</b>   |       | <b>-</b>                            | <b>-</b>                            |
| <b>Total Comprehensive Loss for the year</b> |       | <b>(3,365,208)</b>                  | <b>(10,362,410)</b>                 |
| <b>Earnings per equity share</b>             | 25    |                                     |                                     |
| [Face value of \$ 0.0001]                    |       |                                     |                                     |
| Basic  |       | (3.32)                              | (10.36)                             |
| Diluted                                      |       | (3.32)                              | (10.36)                             |

The accompanying notes form an integral part of these the Special Purpose Standalone Financial Statements.

As per our report of even date attached

for **Manian & Rao**

Chartered Accountants

Firm Registration Number: 001983S



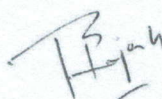
**Paresh Daga**

Partner

Membership Number: 211468



For and on behalf of the Board of Directors of  
**ILSL Holdings Inc.**



**Dr. Rajesh B Nair**

Director



**Manish Gupta**

Director

Place: Bengaluru

Date: 05 June 2023

Place: Princeton

Date: 05 June 2023

Place: Bengaluru

Date: 05 June 2023



HSL Holdings Inc.  
Special Purpose Standalone Statement of Cash Flows  
(All amounts in USD, unless otherwise stated)

| Particulars   | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| <b>A. Cash flow from operating activities</b>                         |                                     |                                     |
| Loss before tax   | (3,365,208)                         | (10,360,410)                        |
| Adjustments to reconcile profit before tax to net cash flows:         |                                     |                                     |
| Finance costs   | 4,025,662                           | 1,007,966                           |
| Interest income   | (1,111,829)                         | (55,082)                            |
| Depreciation and amortisation expenses                                | 204,207                             | 227,738                             |
| <b>Operating profit before working capital changes</b>                | <b>(247,168)</b>                    | <b>(9,179,788)</b>                  |
| Changes in Working Capital  |                                     |                                     |
| (Increase)/Decrease in other current assets                           | (568,087)                           | (10,309)                            |
| (Increase)/Decrease in other financial assets                         | (671,988)                           | 2,923,385                           |
| Increase/(Decrease) in trade payables                                 | (29,324)                            | 45,966                              |
| Increase/(Decrease) in other financial liabilities                    | 3,180,283                           | 53,661,702                          |
| <b>Cash generated from operations</b>                                 | <b>1,463,716</b>                    | <b>47,440,959</b>                   |
| Income tax paid (net)   | -                                   | (2,000)                             |
| <b>Net cash generated from operating activities (A)</b>               | <b>1,463,716</b>                    | <b>47,438,959</b>                   |
| <b>B. Cash flows from investing activities</b>                        |                                     |                                     |
| Purchase of investments (net)   | (102,999,363)                       | (4,191,560)                         |
| Interest income   | 1,111,829                           | 55,082                              |
| <b>Net cash used in investing activities (B)</b>                      | <b>(101,887,534)</b>                | <b>(4,136,478)</b>                  |
| <b>C. Cash flows from financing activities</b>                        |                                     |                                     |
| Repayment of borrowings   | (2,415,250)                         | 17,033,898                          |
| Proceeds from borrowings  | 48,000,000                          | -                                   |
| Payment of lease liability  | (289,072)                           | (242,200)                           |
| Interest and financial charges paid                                   | (3,993,417)                         | (1,007,966)                         |
| <b>Net cash generated from/(used in) financing activities (C)</b>     | <b>41,302,261</b>                   | <b>15,783,732</b>                   |
| <b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b> | <b>(59,121,557)</b>                 | <b>59,086,213</b>                   |
| Cash and cash equivalents at the beginning of the year                | 59,148,577                          | 62,364                              |
| <b>Cash and cash equivalents at the end of the year</b>               | <b>27,020</b>                       | <b>59,148,577</b>                   |
| Notes:-   |                                     |                                     |
| 1. Cash and cash equivalents include                                  |                                     |                                     |
| Balances with bank  |                                     |                                     |
| - Current accounts  | 27,020                              | 124,202                             |
| - Money market savings account  | -                                   | 59,024,375                          |
|   | 27,020                              | 59,148,577                          |

Reconciliation of movements of current and non-current borrowings to cash flows arising from financing activities  
For the year ended 31 March 2023

| Particulars   | Short-term<br>borrowings | Long-term<br>borrowings (incl<br>current maturities) | Total             |
|---|--------------------------|--|-------------------|
| Opening Balance as on 01 April 2022                 | -                        | 20,415,250   | 20,415,250        |
| Add: Addition during the year (refer note 13)       | 48,000,000               | -  | 48,000,000        |
| (Less)/Add: Refinanced to term loan (refer note 13) | (48,000,000)             | 48,000,000   | -                 |
| Less: Conversion of loan into equity                | -                        | (18,000,000)   | (18,000,000)      |
| Less: Repayment during year                         | -                        | (2,415,250)  | (2,415,250)       |
| <b>Closing Balance as on 31 March 2023</b>          | <b>-</b>                 | <b>48,000,000</b>                                    | <b>48,000,000</b> |

For the year ended 31 March 2022

| Particulars                                | Short-term<br>borrowings | Long-term<br>borrowings (incl<br>current maturities) | Total             |
|--|--------------------------|--|-------------------|
| Opening Balance as on 01 April 2021        | -                        | 3,381,352  | 3,381,352         |
| Add: Addition during the year              | -                        | 18,000,000   | 18,000,000        |
| Less: Repayment during year                | -                        | (966,102)  | (966,102)         |
| <b>Closing Balance as on 31 March 2022</b> | <b>-</b>                 | <b>20,415,250</b>                                    | <b>20,415,250</b> |

The above Special Purpose Standalone Statement of Cash Flows has been prepared under the indirect method set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.

The accompanying notes form an integral part of these the Special Purpose Standalone Financial Statements.

As per our report attached of even date

for **Manian & Rao**  
Chartered Accountants  
Firm Registration Number: 0019835

**Paresh Dugg**  
Partner  
Membership Number: 211468

Place: Bengaluru  
Date: 05 June 2023



for and on behalf of the Board of Directors of  
**HSL Holdings Inc.**

**Dr. Rajesh B Nair**  
Director

Place: Princeton  
Date: 05 June 2023

**Anish Gupta**  
Director

Place: Bengaluru  
Date: 05 June 2023



H.S.L. Holdings Inc.  
**Special Purpose Standalone Statement of Changes in Equity**  
*(all amounts in USD, unless otherwise stated)*

(a) Equity share capital

| Particulars                                  | Common Stock  |        |
|--|---------------|--------|
|  | No. of shares | Amount |
| Balance as at 01 April 2021                  | 1,000,000     | 100    |
| Changes during the year                      | -             | -      |
| Balance as at 31 March 2022                  | 1,000,000     | 100    |
| Issue of equity shares on conversion of loan | 66,250        | 7      |
| Balance as at 31 March 2023                  | 1,066,250     | 107    |

(b) Instruments entirely in equity

| Particular                  | Preferred Stock |        |
|-----------------------------|-----------------|--------|
|                             | No. of shares   | Amount |
| Balance as at 01 April 2021 | 1,360,000       | 136    |
| Changes during the year     | -               | -      |
| Balance as at 31 March 2022 | 1,360,000       | 136    |
| Changes during the year     | -               | -      |
| Balance as at 31 March 2023 | 1,360,000       | 136    |

(c) Other equity

| Particulars  | Reserves and surplus |                   | Total equity |
|--|----------------------|-------------------|--------------|
|  | Securities premium   | Retained earnings |              |
| Balance as at 01 April 2021                                      | 13,568,373           | (13,867,272)      | (298,899)    |
| Total comprehensive income for the year ended 31 March 2022      |                      |                   |              |
| Loss for the period  | -                    | (10,362,410)      | (10,362,410) |
| Total comprehensive income                                       | -                    | (10,362,410)      | (10,362,410) |
| Investment in DT Associates Research and Consulting Services Ltd | -                    | 9,148,610         | 9,148,610    |
| Balance at 31 March 2022   | 13,568,373           | (15,081,072)      | (1,512,699)  |
| Total comprehensive income for the year ended 31 March 2023      |                      |                   |              |
| Loss for the period  | -                    | (3,365,208)       | (3,365,208)  |
| Total comprehensive income                                       | -                    | (3,365,208)       | (3,365,208)  |
| Loan from Parent Company transferred by issuing equity           | 17,999,993           | -                 | -            |
| Balance at 31 March 2023   | 13,568,373           | (18,446,280)      | (4,877,907)  |

Nature and purpose of reserves

i) Retained earnings

Retained earnings comprises of undistributed earnings after taxes

ii) Securities premium

Securities premium is used to record the premium on issue of shares

The accompanying notes form an integral part of these the Special Purpose Standalone Financial Statements

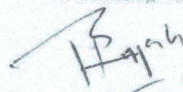
As per our report of even date attached  
for Manian & Rao  
Chartered Accountants  
Firm Registration Number: 0019838

Paresh Daga  
Partner  
Membership Number: 211968

Place: Bengaluru  
Date: 05 June 2023



for and on behalf of the Board of Directors of  
H.S.L. Holdings Inc.

  
Dr. Rajesh B Nair  
Director

Place: Princeton  
Date: 05 June 2023

  
Manish Gupta  
Director

Place: Bengaluru  
Date: 05 June 2023



## **ILSL Holdings Inc.**

### **Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

#### **Background**

ILSL Holdings, Inc. ("ILSL" or "the Company") is a limited liability company incorporated and domiciled in New Jersey, USA. The address of its registered office is 150 College Rd W Suite 104 Princeton New Jersey 08540. The Company is a global provider of solutions consisting of analytics, technology and commercial, medical, regulatory and safety services to life science and healthcare organizations. The Company provides solutions that enable global life-science and healthcare organizations address complex challenges, to improve health and business outcomes.

ILSL is a subsidiary of Indegene Limited ("Parent Company" or "Indegene India") which is a Company incorporated and domiciled in India.

These Special Purpose Financial Statements were authorized for issue by the Board of Directors of ILSL Holdings Inc. on 05 June 2023.

#### **1. Basis of preparation of Special Purpose Standalone Financial Statements**

##### *(i). Statement of compliance and basis of preparation*

The Special Purpose Standalone Financial Statements are prepared in accordance with Indian Accounting Standards ("Ind AS"), and as per the format prescribed under Division II of Schedule III of the Companies Act, 2013 ("the Companies Act") to the extent applicable. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been applied consistently to all periods presented in these Special Purpose Financial Statements.

These Special Purpose Standalone Financial Statements are presented in US Dollars, which is the functional currency of the Company. All amounts included in the Special Purpose Financial Statements are reported in US Dollars except share and per share data and unless otherwise stated.

These Special Purpose Financial Statements have been prepared by the Management of the Company for the purpose of complying with requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations on material subsidiaries and for the proposed initial public offering of equity shares of Indegene India.

##### *(ii). Basis of measurement*

The Special Purpose Financial Statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items which have been measured at fair value as required by relevant Ind AS:

- a) Derivative financial instruments;
- b) Financial instruments classified as fair value through other comprehensive income or fair value through profit or loss;
- c) Assets acquired and liabilities and contingent consideration assumed under business combination;

##### *(iii). Use of estimates or judgement*

The preparation of Special Purpose Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Special Purpose Standalone Financial Statements is included in the following notes:





**ILSL Holdings Inc.**

**Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

**i. Income taxes:** The major tax jurisdiction for the Company is the United States of America. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. The tax assessments can be lengthy and complex issues and could take inordinate amount of time before they are resolved. The Company considers all these complexities while estimating income taxes, however, there could be an unfavourable resolution of such issues.

**ii. Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax assets and projected future taxable income in making this assessment. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

**iii. Business combinations:** In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired and liabilities and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

**iv. Leases:** Ind AS 116 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Company considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term is included in the lease term, if it is reasonably certain that the lessee would exercise the option. The Company reassesses the option when significant events or changes in circumstances occur that are within the control of the lessee

**v. Expected credit losses on financial assets:** The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the expected credit loss calculation based on the Company's history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

**vi. Fair value measurement of financial instruments:** When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, the fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**vii. Useful lives of property, plant and equipment:** The Company depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets which is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.

**viii. Other estimates:** Information about other estimation and assumptions related uncertainties that could have a significant risk of material adjustment are:

- (a) Impairment test – Key assumptions underlying recoverable amounts including, the recoverability of assets in a Cash generating unit (CGU)
- (b) Recognition and measurement of provisions: key assumptions about the likelihood and magnitude of an outflow of resources





**ILSL Holdings Inc.**

**Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

**2. Significant accounting policies**

**(a) Foreign currency transactions**

*Transactions and balances*

All transactions in foreign currencies are translated to the respective functional currencies using the prevailing exchange rates on the date of such transactions. All monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. All non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. All foreign currency differences are generally recognised in the statement of profit and loss, except for non-monetary items denominated in foreign currency and measured based on historical cost, as they are not translated.

**(b) Property, Plant and equipment**

*Recognition and measurement*

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss. Cost includes expenditure that is directly attributable to the acquisition of the asset. Where significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within "other income" in the Special Purpose Standalone Statement of Profit and Loss and Other Comprehensive Income.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital advance.

*Subsequent costs*

The Company recognises the carrying amount of an item of property, plant and equipment, the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the Company and the cost of the item can be measured reliably. All other costs are recognised in the Special Purpose Standalone Statement of Profit and Loss and other comprehensive income as an expense as incurred. Ongoing repairs and maintenance are expensed as incurred.

*Depreciation*

Depreciation is charged to the Special Purpose Standalone Statement of Profit and Loss and Other Comprehensive Income on a straight-line basis over the estimated useful lives of items of property, plant and equipment. The estimated useful lives are as follows:

| <u>Asset classification</u> | <u>Estimated useful l</u> |
|-----------------------------|---------------------------|
| Computers and accessories   | 3 years                   |
| Furniture and fittings      | 3-5 years                 |
| Office equipment            | 3-5 years                 |
| Vehicle                     | 5 years                   |

Leasehold improvements are depreciated over the lease period or over the useful lives of assets, whichever is lower. The depreciation method, useful life and residual value are reviewed at each reporting date and adjusted if appropriate.

**(c) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments in the form of financial assets and financial liabilities are generally presented separately. Financial instruments are recognized on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.





## **ILSL Holdings Inc.**

### **Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

Upon initial recognition, financial instruments are measured at fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

#### ***Financial assets***

Financial assets are classified into following categories:

- Financial assets carried at amortised cost
- Financial assets fair valued through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL),

Financial assets primarily comprise of trade receivables, loan and receivables, cash and bank balances and marketable securities and investments.

The subsequent measurement of financial assets depends on their classification as follows:

#### ***Financial assets carried at amortised cost***

A financial asset is subsequently measured at amortised cost if it meets both the following criteria:

- i. the asset is held within a business model whose objective is to hold the asset to collect contractual cash flows, and
- ii. the contractual terms of the financial assets give rise on a specified date to cash flows that are solely payments of principal and interest on the principal outstanding.

#### ***Financial assets at fair value through other comprehensive income (FVTOCI)***

A financial asset is subsequently measured at fair value through other comprehensive income if it meets both the following criteria:

- i. the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- ii. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. For equity investments elected to be measured at FVTOCI, all fair value changes in the instruments excluding dividends, are recognised in OCI and is never recycled to statement of profit and loss, even on sale of the instrument. Interest income earned on FVTOCI instruments are recognised in the statement of profit and loss.

#### ***Financial assets at fair value through profit or loss (FVTPL)***

A financial asset which does not meet the amortised cost or FVTOCI criteria is measured as FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses on re-measurement recognised in statement of profit or loss. The gain or loss on disposal is recognised in the statement of profit and loss. Interest income earned on FVTPL instruments are recognised in the statement of profit and loss.

#### ***Financial liabilities***

Financial liabilities are classified into financial liabilities at fair value through profit or loss and other financial liabilities. Financial liabilities primarily include trade payables, liabilities to banks, derivative financial liabilities and other liabilities.

#### ***Financial liabilities measured at amortized cost***

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method, except for contingent considerations recognized in a business combination which is subsequently measured at FVTPL. For trade and other payables, the carrying amounts approximate fair value due to the short-term maturity of these instruments.





## **ILSL Holdings Inc.**

### **Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

#### *Compound financial instruments*

Compound financial instruments have both a financial liability and an equity component from the issuer's perspective. The components are defined based on the terms of the financial instrument and presented and measured separately according to their substance. At initial recognition of a compound financial instrument, the financial liability component is recognised at fair value and the residual amount is allocated to equity.

#### *Derivative financial instruments*

All derivatives are recognized initially at fair value on the date a derivative contract is entered into and subsequently re-measured at fair value. Embedded derivatives are separated from the host contract and accounted for separately if they are not closely related to the host contract. The Company measures all derivative financial instruments based on fair values derived from market prices of the instruments or for maintenance are expensed as incurred from option pricing models, as appropriate. Changes in the fair value of any derivative instruments that do not qualify for the maintenance are expensed as incurred immediately in the statement of profit and loss, except for derivatives that are highly effective and qualify for cash flow or net investment hedge accounting.

#### *Non-financial underlying variable*

The definition of a derivative excludes instruments with a non-financial underlying variable that is specific to a party to the contract. The Company has considered the accounting policy choice of maintenance are expensed as incurred, considering EBITDA, profit, sales volume, revenue or the cash flows of one counterparty to be a non-financial underlying variable that are specific to a party to the contract.

#### *De-recognition of financial assets and liabilities*

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a borrowing for the proceeds received.

A financial liability (or a part of financial liability) is derecognised from the Company's balance sheet when obligation specified in the contract is discharged or cancelled or expires.

#### *Offsetting of financial instruments*

Financial assets and financial liabilities are offset with the net amount reported in the Special Purpose Standalone Balance Sheet only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### **Impairment**

#### *(a) Financial assets*

Ind AS 109 requires the Company to record expected credit losses on all of its financial assets which are debt securities, loans and receivables, either on a 12 month or life time expected credit losses. The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivable with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, ECL are measured at an amount equal to 12-month ECL, unless there is a significant increase in the credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in statement of profit and loss.

#### *(b) Non-financial assets*

The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill and intangible assets with indefinite economic lives are tested for impairment annually and at other times when such indicators exist. The recoverable amounts of cash generating units have been determined based on value-in-use calculations.

Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.





**ILSL Holdings Inc.**

**Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

**(d) Investments in equity instruments**

The Company accounts for investments in subsidiaries, joint ventures and associates either:

- i. at cost, or
- ii. in accordance with Ind AS 109, i.e., Fair valued through other comprehensive income (FVTOCI) or Fair valued through profit or loss (FVTPL).

**(e) Provisions**

A provision is recognised in the Special Purpose Standalone Balance Sheet when the Company has a present legal or constructive obligation as a result of a past event that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

**(f) Financial and other income**

Other income comprises interest income on savings account, deposits and gains/ (losses) on disposal of investments. Interest income is recognised using the effective interest method.

**(g) Leases**

The Company's lease asset classes primarily consist of leases for office premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

**(h) Financing cost**

Finance costs comprise of interest expenses including interest on tax, dividend on preference shares issued which are classified as financial liabilities, foreign currency loss on financial assets and liabilities arising due to financing activities and discounting charges of trade receivable.





**ILSL Holdings Inc.**

**Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

**(i) Income tax**

Tax expense comprises current and deferred tax. Current tax and deferred tax expense is recognised in the Special Purpose Standalone Statement of Profit and Loss and Other Comprehensive Income except to the extent that it relates to items recognised directly in equity.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the Special Purpose Standalone Statement of Profit and Loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

**(j) Determination of fair values**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Company considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

For financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:





**ILSL Holdings Inc.**

**Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
- Level 3 inputs for the asset or liability that are not based on unobservable data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

**(k) Contingent liability and asset**

A disclosure for contingent liabilities is made where there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

**(l) Earnings per share**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

**(m) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the Company are segregated.

**(n) Borrowing Cost**

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**(o) Exceptional items**

The Company considers exceptional items to be those which derive from events or transactions which are significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Company's financial performance. These items include, but are not limited to, acquisition costs, restructuring costs and profits and losses on disposal of subsidiaries, contingent consideration and other one off items which meet this definition. To provide a better understanding of the underlying results of the period, exceptional items are reported separately in the Special Purpose Standalone Statement of Profit and Loss.

**(p) Equity**

The transaction costs of an equity transaction are accounted for as a deduction from equity (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided. Qualifying transaction costs incurred in anticipation of an issuance of equity instruments is deferred





**ILSL Holdings Inc.**

**Notes forming part of the Special Purpose Standalone Financial Statements**

(All amounts in USD, unless otherwise stated)

on the statement of assets and liabilities until the equity instrument is recognised. Deferred costs are subsequently reclassified as a deduction from equity when the equity instruments are recognised.

**(q) Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be settled within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified a period of twelve months as its operating cycle.

**(r) Recent accounting developments**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

**Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

**Ind AS 12 – Income Taxes**

The amendments narrowed the scope of the initial recognition exemption so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and offsetting temporary differences. The Company does not expect this amendment to have any significant impact in its financial statements.

**Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The definition of a change in accounting estimates has been replaced with a definition of accounting estimates and includes amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The Company does not expect this amendment to have any significant impact in its financial statements.





**ILSL Holdings Inc.**  
**Notes to Special Purpose Standalone Financial Statements**  
*(All amounts in USD, unless otherwise stated)*

**3 Right-of-use assets**

|          | Particulars                     | Building  | Total     |
|----------|---------------------------------|-----------|-----------|
| <b>a</b> | <b>Gross carrying amount</b>    |           |           |
|          | Balance as at 01 April 2021     | 809,398   | 809,398   |
|          | Additions                       | -         | -         |
|          | Balance as at 31 March 2022     | 809,398   | 809,398   |
| <b>b</b> | Additions                       | 952,050   | 952,050   |
|          | Balance as at 31 March 2023     | 1,761,448 | 1,761,448 |
|          | <b>Accumulated depreciation</b> |           |           |
|          | Balance as at 01 April 2021     | 455,483   | 455,483   |
| <b>c</b> | For the period                  | 227,738   | 227,738   |
|          | Balance as at 31 March 2022     | 683,221   | 683,221   |
|          | For the period                  | 204,207   | 204,207   |
|          | Balance as at 31 March 2023     | 887,428   | 887,428   |
| <b>c</b> | <b>Net carrying amount</b>      |           |           |
|          | Balance as at 01 April 2021     | 353,915   | 353,915   |
|          | Balance as at 31 March 2022     | 126,177   | 126,177   |
|          | Balance as at 31 March 2023     | 874,020   | 874,020   |

For movement of lease liabilities, refer note 31.

*(This space has been intentionally left blank)*





**ILSL Holdings Inc.**  
**Notes to Special Purpose Standalone Financial Statements**  
*(All amounts in USD, unless otherwise stated)*

|  | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--|------------------------|------------------------|
| <b>4 Investments - Non Current</b>   |                        |                        |
| <b>Investments in subsidiaries at cost</b>   |                        |                        |
| Indegene Inc*  | 26,250,920             | 26,250,920             |
| [1,000 (31 March 2022: 1,000) fully paid shares of the common stock of USD 0.01 each]  |                        |                        |
| Indegene Ireland Limited   | 111                    | 111                    |
| [100 (31 March 2022: 100) fully paid shares of the common stock of € 1.00 each]  |                        |                        |
| Medcases LLC   | 112,937                | 112,937                |
| [100 (31 March 2022: 100) fully paid units of membership interest]   |                        |                        |
| Less. Provision for impairment in value  | (112,937)              | (112,937)              |
| DT Associates Research and Consulting Services Ltd   | 12,005,540             | 12,005,540             |
| [70 (31 March 2022: 70) fully paid shares of the common stock of £ 0.01 each]  |                        |                        |
| Cult Health LLC**  | 65,083,260             | -                      |
| [1000 ( 31 March 2022- Nil ) fully paid units of membership interest]  |                        |                        |
|  | <b>103,339,831</b>     | <b>38,256,571</b>      |
| (a) Aggregate amount of quoted investments   | -                      | -                      |
| (b) Aggregate market value of quoted investments   | -                      | -                      |
| (c) Aggregate value of unquoted investments  | 103,452,768            | 38,369,508             |
| (d) Aggregate amount of impairment in value of investments   | 112,937                | 112,937                |
| * Refer - Note 28 on Related Party Disclosure  |                        |                        |
| ** The contingent consideration amounting to USD 16,283,000 is recognised as investment as all the risk and rewards are transferred to ILSL Holdings, Inc. |                        |                        |
| <b>5 Others non-current financial assets</b>   |                        |                        |
| <b>(Unsecured, considered good)</b>  |                        |                        |
| Security deposits  | 30,000                 | 35,967                 |
|  | <b>30,000</b>          | <b>35,967</b>          |
| <b>6 Other non-current assets</b>  |                        |                        |
| Prepaid expenses   | 414,016                | -                      |
|  | <b>414,016</b>         | <b>-</b>               |
| <b>7 Investments - Current</b>   |                        |                        |
| <b>Investment carried at amortised cost</b>  |                        |                        |
| Treasury bills (quoted)  | 54,199,103             | -                      |
|  | <b>54,199,103</b>      | <b>-</b>               |
| a) Aggregate market value of quoted investments  | 54,199,103             | -                      |
| b) Aggregate book value of quoted investments  | 54,199,103             | -                      |
| c) Aggregate book value of unquoted  | -                      | -                      |
| d) Aggregate value of impairment   | -                      | -                      |
| <b>8 Cash and cash equivalents</b>   |                        |                        |
| Balances with banks  | 27,020                 | 124,202                |
| - Current accounts   | -                      | 59,024,375             |
| - Money market savings account   | 27,020                 | 59,148,577             |
| <b>9 Other current financial assets</b>  |                        |                        |
| Other Receivable *   | 1,145,081              | 830,826                |
| Interest earned but not due  | 364,940                | -                      |
| Mark-to-market forwards contract assets  | 198,761                | -                      |
|  | <b>1,708,782</b>       | <b>830,826</b>         |
| * This includes receivable from Related party- Refer note 27.  |                        |                        |
| <b>10 Other current assets</b>   |                        |                        |
| Prepaid expenses   | 236,107                | 109,590                |
| Advance to vendors   | 27,554                 | -                      |
|  | <b>263,661</b>         | <b>109,590</b>         |





**13 Non-current Borrowings**

|   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|------------------------|------------------------|
| Secured   |                        |                        |
| From Banks                                      |                        |                        |
| Term Loan from M&T Bank <sup>(1)(2)(3)</sup>    | 28,000,000             | 2,415,250              |
| Term Loan from HSBC Bank <sup>(3)</sup>         | 20,000,000             |                        |
| Borrowings from related party <sup>(4)</sup>    | -                      | 18,000,000             |
| <b>Total</b>                                    | <b>48,000,000</b>      | <b>20,415,250</b>      |
| Less: Current portion of non-current borrowings | -                      | (966,102)              |
| <b>Total Non-current Borrowings</b>             | <b>48,000,000</b>      | <b>19,449,148</b>      |

<sup>(1)</sup> Term loan amounting to USD 4,750,000 taken from M&T bank for a period of 60 months carrying an interest rate of one-month USD LIBOR + 3.75% payable in monthly equated instalments commencing on November 2019. The LIBOR rate has been hedged at 0.39% via an Interest Rate swap with M&T bank for interest payments. The loan was settled on 21 March 2023.

<sup>(2)</sup> On 12 October 2022, the Company entered into loan agreement with M&T Bank to extend a short term bridge loan for the purpose of acquiring Cult Health LLC, aggregating to USD 48,000,000. Bridge loan was with a maturity date of 01 April 2023 with an interest of daily SOFR + 1.50%. Also, the Company and M&T Bank also amended the existing terms and extend a revised Revolving Credit aggregating to USD 11,000,000. Investments in Treasury Bills from Wilmington Trust are held as collateral against the loan. Further, on 28 March 2023, the Company entered into a new secured credit agreement for re-financing the existing bridge loan to a term loan and consequent the bridge loan is re-financed as term loan with effect from 28 March 2023 (see below note for details)

<sup>(3)</sup> On 28 March 2023, the Company has entered into a USD 58,000,000 secured credit agreement with M&T Bank as Administrative Agent and Lender. The credit facility consists of a USD 48,000,000 Term Loan and USD 10,000,000 Revolver. The Lenders are M&T Bank and HSBC Bank USA, N.A. (HSBC Bank), providing term loan for USD 28,000,000 and USD 20,000,000, respectively and additional working capital Revolver from M&T Bank and HSBC Bank for USD 5,830,000 and USD 4,170,000, respectively, to re-finance the existing bridge loan and revolving credit facility outstanding from M&T Bank. Term loan taken from M&T bank and HSBC bank is for a period of 36 months carrying an interest rate of SOFR + 2.4% payable after a moratorium period of 12 months in respect of principal, starting March 2024 in 23 equated instalments commencing of USD 800,000 and the balance payable in the last instalment due on March 2026. Tangible and intangible assets, including cash, securities, accounts and contract rights, of the Company and its subsidiaries are pledged as security against the facility. As at 31 March 2023, the group has not utilised any balance of the revolving credit facility.

<sup>(4)</sup> Unsecured loan from parent company carrying an interest rate of SOFR+ 3.75% payable semi-annually starting from the date of disbursement of the first drawdown, compounded quarterly. The tenure of the loan is 5 years. This loan is subordinated to the borrowings from M&T Bank. During the current year, the Company, pursuant to loan conversion agreement dated 10 January 2023, has converted the loan from Parent Company amounting to USD 18,000,000 into 66,250 common stock (USD 0.0001 per share). The interest amount accrued upto the date of conversion has been paid to the Parent. Consequent to this conversion, there are no unsecured loan outstanding to the Parent company as on 31 March 2023.

Note: Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts

**14 Non-current Lease liabilities**

|                   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------|------------------------|------------------------|
| Lease liabilities | 741,013                | -                      |
|                   | <b>741,013</b>         | <b>-</b>               |

**15 Other non-current financial liabilities**

|                           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------|------------------------|------------------------|
| Contingent consideration* | 16,609,725             | 1,284,963              |
| Commitment liability**    | -                      | 9,148,611              |
|                           | <b>16,609,725</b>      | <b>10,433,574</b>      |

\*Represents contingent consideration on acquisition of Cult Health for period ended 31 March 2023 and MME for period ended 31 March 2022.

\*\*Represents commitment liability towards acquisition of DT Associates

**16 Current borrowings**

|   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|------------------------|------------------------|
| Current portion of non-current borrowings | -                      | 966,102                |
|   | <b>-</b>               | <b>966,102</b>         |

**17 Current lease liabilities**

|                   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------|------------------------|------------------------|
| Lease liabilities | 158,120                | 203,910                |
|                   | <b>158,120</b>         | <b>203,910</b>         |





18 Trade payables

|  | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--|------------------------|------------------------|
| Trade payables   |                        |                        |
| Total outstanding dues of micro enterprises and small enterprises                      | -                      | -                      |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 20,000                 | 49,324                 |
|  | <u>20,000</u>          | <u>49,324</u>          |

Ageing for trade payables outstanding as at 31 March 2023 is as follows:

| Particulars  | Outstanding for following periods from due date of payment |          |                   |           |               |
|--|--|----------|-------------------|-----------|---------------|
|  | Not due  | < 1 year | 1 year to 2 years | > 3 years | Total         |
| Outstanding dues of micro and small enterprises                      | -  | -        | -                 | -         | -             |
| Outstanding dues of creditors other than micro and small enterprises | -  | -        | -                 | -         | -             |
| Disputed dues of micro and small enterprises                         | -  | -        | -                 | -         | -             |
| Disputed dues of creditors other than micro and small enterprises    | -  | -        | -                 | -         | -             |
| <b>Total</b>   | -  | -        | -                 | -         | -             |
| Accrued expenses   |  |          |                   |           | 20,000        |
|  |  |          |                   |           | <u>20,000</u> |

Ageing for trade payables outstanding as at 31 March 2022 is as follows:

| Particulars  | Outstanding for following periods from due date of payment |          |                   |           |               |
|--|--|----------|-------------------|-----------|---------------|
|  | Not due  | < 1 year | 1 year to 2 years | > 3 years | Total         |
| Outstanding dues of micro and small enterprises                      | -  | -        | -                 | -         | -             |
| Outstanding dues of creditors other than micro and small enterprises | -  | 24,324   | -                 | -         | 24,324        |
| Disputed dues of micro and small enterprises                         | -  | -        | -                 | -         | -             |
| Disputed dues of creditors other than micro and small enterprises    | -  | -        | -                 | -         | -             |
| <b>Total</b>   | -  | 24,324   | 0                 | -         | 24,324        |
| Accrued expenses   |  |          |                   |           | 25,000        |
|  |  |          |                   |           | <u>49,324</u> |

During the year ended 31 March 2023 and 2022, no amount was paid to micro and small enterprises beyond the appointed day as defined in the Micro, Small and Medium Enterprises Development Act, 2006. Further, no interest is accrued or remaining unpaid as at 31 March 2023 and 2022 respectively.

19 Other current financial liabilities

|                              | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------|------------------------|------------------------|
| Contingent consideration*    | 749,744                | -                      |
| Commitment liability**       | 8,788,910              | -                      |
| Interest accrued but not due | 38,242                 | -                      |
| Other payables***            | 72,628,349             | 68,918,112             |
|                              | <u>82,205,245</u>      | <u>68,918,112</u>      |

\* Represents contingent consideration towards acquisition of MME.

\*\* Represents commitment liability towards acquisition of DT Associates.

\*\*\* Refer - note 27 on related party disclosure

(This space has been intentionally left blank)





**11 Share capital**

| Particulars  | As at         |               |
|--|---------------|---------------|
|  | 31 March 2023 | 31 March 2022 |
| <b>Authorised :</b>  |               |               |
| <b>Equity share capital</b>  |               |               |
| 20,00,000 (31 March 2022 : 20,00,000) Equity Shares of \$ 0.0001 each            | 200           | 200           |
| <b>Preferred stock</b>   |               |               |
| 6,50,000 (31 March 2022 : 6,50,000) Preferred Stock of \$ 0.0001 each - Series A | 65            | 65            |
| 8,00,000 (31 March 2022 : 8,00,000) Preferred Stock of \$ 0.0001 each - Series B | 80            | 80            |
| <b>TOTAL</b>   | <b>345</b>    | <b>345</b>    |
| <b>Issued and subscribed and paid up:</b>  |               |               |
| <b>Equity share capital</b>  |               |               |
| 10,66,250 (31 March 2022 : 10,00,000) Equity Shares of \$ 0.0001 each            | 107           | 100           |
| <b>Preferred stock</b>   |               |               |
| 5,70,000 (31 March 2022 : 5,70,000) Preferred Stock of \$ 0.0001 each - Series A | 57            | 57            |
| 7,90,000 (31 March 2022 : 7,90,000) Preferred Stock of \$ 0.0001 each - Series B | 79            | 79            |
| <b>TOTAL</b>   | <b>243</b>    | <b>236</b>    |

**A) Reconciliation of the number of equity shares outstanding at the beginning and end of the year:**

| Common Stock   | As at 31 March 2023 |                    | As at 31 March 2022 |                    |
|--|---------------------|--------------------|---------------------|--------------------|
|  | No. of shares       | Amount<br>(in USD) | No. of shares       | Amount<br>(in USD) |
| Outstanding at the beginning of the year                               | 1,000,000           | 100                | 1,000,000           | 100                |
| Equity Shares issued during the year in consideration other than cash* | 66,250              | 7                  | -                   | -                  |
| <b>Outstanding at the end of the year</b>                              | <b>1,066,250</b>    | <b>107</b>         | <b>1,000,000</b>    | <b>100</b>         |

\*Loan from Parent Company of USD 18,000,000 has been converted to 66,250 common stock (USD 0.0001 per share) on 10 January 2023

**B) Reconciliation of the number of preferred stock (Series A) outstanding at the beginning and end of the year**

| Preferred stock (Series A)                | As at 31 March 2023 |                    | As at 31 March 2022 |                    |
|---|---------------------|--------------------|---------------------|--------------------|
|   | No. of shares       | Amount<br>(in USD) | No. of shares       | Amount<br>(in USD) |
| Outstanding at the beginning of the year  | 570,000             | 57                 | 570,000             | 57                 |
| Add: Issued during the year               | -                   | -                  | -                   | -                  |
| <b>Outstanding at the end of the year</b> | <b>570,000</b>      | <b>57</b>          | <b>570,000</b>      | <b>57</b>          |

**C) Reconciliation of the number of preferred stock (Series B) outstanding at the beginning and end of the year**

| Preferred stock (Series B)                | As at 31 March 2023 |                    | As at 31 March 2022 |                    |
|---|---------------------|--------------------|---------------------|--------------------|
|   | No. of shares       | Amount<br>(in USD) | No. of shares       | Amount<br>(in USD) |
| Outstanding at the beginning of the year  | 790,000             | 79                 | 790,000             | 79                 |
| Add: Issued during the year               | -                   | -                  | -                   | -                  |
| <b>Outstanding at the end of the year</b> | <b>790,000</b>      | <b>79</b>          | <b>790,000</b>      | <b>79</b>          |

**Terms / Rights attached to each classes of shares**

**Voting**

The holders of each share of preferred stock shall be entitled to one vote per share and shall vote together with the holders of common stock as a single class on all matters to be voted on by the Company's shareholders.

**Dividends**

Dividends on preference share, classified as equity since obligation to pay dividend is at boards discretion, is at the rate of 8% on the liquidation value from the date of issuance of preferred stock till the liquidation value is paid in full, whether or not they have been declared. Unless agreed by the holders of majority outstanding shares of preferred stock neither the Company nor any of its subsidiaries shall declare or pay any dividends on common stock. Dividend on preference shares has not been accrued since the entity can avoid the payment of dividend till liquidation.

**Liquidation**

Upon any liquidation, dissolution or winding up of the Company, the holders of preferred stock will only be entitled to be paid before any distribution or payment is made to holders of any other equity securities an amount in cash equal to the aggregate liquidation value (plus all accrued and unpaid dividends thereon) on all such preferred stock outstanding. Liquidation value with respect to Series A preference shares is USD 10 per share plus any and all accumulated and unpaid dividends which are added to the liquidation value. Liquidation value with respect to Series B preference shares is USD 10 per share plus interest rate at 2% per annum from the date of issuance of such series B preference shares plus any and all accumulated and unpaid dividends which are added to the liquidation value.





D) Shareholders holding more than 5%:

Shareholders holding more than 5% common stock in the Company is set out below:

| Shares of the Common Stock of \$ 0.0001 each         | As at 31 March 2023 |           | As at 31 March 2022 |           |
|--|---------------------|-----------|---------------------|-----------|
|  | No. of shares       | % holding | No. of shares       | % holding |
| Indegene Limited (formerly Indegene Private Limited) | 1,000,000           | 100%      | 1,000,000           | 100%      |

Shareholders holding more than 5% preferred stock in the Company is set out below:

| Shares of the Preferred Stock-Series A               | As at 31 March 2023 |           | As at 31 March 2022 |           |
|--|---------------------|-----------|---------------------|-----------|
|  | No. of shares       | % holding | No. of shares       | % holding |
| Indegene Limited (formerly Indegene Private Limited) | 570,000             | 100%      | 570,000             | 100%      |

Shareholders holding more than 5% preferred stock in the Company is set out below:

| Shares of the Preferred Stock-Series B               | As at 31 March 2023 |           | As at 31 March 2022 |           |
|--|---------------------|-----------|---------------------|-----------|
|  | No. of shares       | % holding | No. of shares       | % holding |
| Indegene Limited (formerly Indegene Private Limited) | 790,000             | 100%      | 790,000             | 100%      |

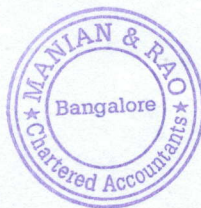
E) Shareholding of Promoters: Nil

12 Other equity

|  | As at<br>31 March 2023         | As at<br>31 March 2022         |
|--|--------------------------------|--------------------------------|
| <b>Reserves and surplus</b>                                      |                                |                                |
| A. Retained earnings   | (18,446,279)                   | (15,081,071)                   |
| B. Securities premium  | 31,568,366                     | 13,568,373                     |
|  | <b>13,122,087</b>              | <b>(1,512,698)</b>             |
| <b>Particulars</b>   | <b>As at<br/>31 March 2023</b> | <b>As at<br/>31 March 2022</b> |
| <b>A. Retained earnings</b>                                      |                                |                                |
| Opening balance  | (15,081,071)                   | (13,867,272)                   |
| Loss for the period  | (3,365,208)                    | (10,362,410)                   |
| Investment in DT Associates Research and Consulting Services Ltd | -                              | 9,148,610                      |
| Closing balance  | <b>(18,446,279)</b>            | <b>(15,081,071)</b>            |
| <b>B. Securities Premium</b>                                     |                                |                                |
| Opening Balance  | 13,568,373                     | 13,568,373                     |
| Loan from Parent Company transferred by issuing equity*          | 17,999,993                     | -                              |
| Closing balance  | <b>31,568,366</b>              | <b>13,568,373</b>              |

\*The amount received in excess of the par value has been classified as share premium.

(This space has been intentionally left blank)





**ILSL Holdings Inc.**  
**Notes to Special Purpose Standalone Financial Statements**  
*(All amounts in USD, unless otherwise stated)*

| 20 Other income                    | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|------------------------------------|-------------------------------------|-------------------------------------|
| Interest from related parties      | -                                   | 30,707                              |
| Gain on exchange fluctuation (net) | 858,090                             | -                                   |
| Interest and dividend income       | 1,111,829                           | 24,375                              |
| Miscellaneous income               | 70,994                              | -                                   |
|                                    | <b>2,040,913</b>                    | <b>55,082</b>                       |

| 21 Finance costs                    | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|-------------------------------------|-------------------------------------|-------------------------------------|
| Interest expense on others*         | 3,136,940                           | 916,726                             |
| Interest on lease liabilities       | 32,245                              | 18,866                              |
| Bank and other incidental charges** | 856,477                             | 72,374                              |
|                                     | <b>4,025,662</b>                    | <b>1,007,966</b>                    |

\* Includes interest expenses pertaining to loan from related party. refer note 27 for related party transactions

\*\*Includes facility charge paid on term loan and bridge loan.

| 22 Depreciation and amortisation expense          | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| Amortisation of right-of-use asset (refer note 3) | 204,207                             | 227,738                             |
|   | <b>204,207</b>                      | <b>227,738</b>                      |

| 23 Other expenses              | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--------------------------------|-------------------------------------|-------------------------------------|
| Rates and taxes                | 23,682                              | 20,120                              |
| Insurance                      | 98,831                              | 4,497                               |
| Repairs and maintenance:       |                                     |                                     |
| Buildings                      | 35,596                              | 34,819                              |
| Legal and professional charges | 187,650                             | 83,889                              |
| Balances written off*          | 830,493                             | 2,730,663                           |
|                                | <b>1,176,252</b>                    | <b>2,873,988</b>                    |

\* For the period ended 31 March 2023 and 31 March 2022, balance pertaining to Medcases LLC (pursuant to dissolution order dated 16 August 2022 passed for the LLC by State of Delaware, Division of Corporation) and Indegene Healthcare LLC (pursuant to dissolution order dated 16 August 2022 passed for the LLC by New Jersey Division of Revenue and Enterprise Services) is written off respectively.

*(This space has been intentionally left blank)*





**24 Taxes**

**(a) Statement of profit or loss**

| Particulars   | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| <b>Tax expense:</b>   |                                     |                                     |
| Current tax   | -                                   | 2,000                               |
| <b>Income tax expense reported in the statement of profit or loss</b> | <b>-</b>                            | <b>2,000</b>                        |

**(b) Reconciliation of tax expense and the accounting profit multiplied by the Company's domestic tax rate**

| Particulars  | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Accounting loss before tax                                     | (3,365,208)                         | (10,360,410)                        |
| Tax rate   | 25.99%                              | 25.14%                              |
| Tax as per the statutory regulations                           | -                                   | -                                   |
| <b>Tax expenses</b>  |                                     |                                     |
| (i) Current tax  | -                                   | 2,000                               |
|  | -                                   | 2,000                               |
| <b>Difference</b>  | <b>-</b>                            | <b>(2,000)</b>                      |
| <b>Tax reconciliation</b>                                      |                                     |                                     |
| <b>Adjustments:</b>  |                                     |                                     |
| Nominal tax amount to be paid as per the statutory regulations | -                                   | 2,000                               |
| <b>Difference</b>  | <b>-</b>                            | <b>-</b>                            |

As per the statutory regulations, companies can settle tax dues at a Group level. The Company is required to pay a minimum tax of USD 2,000 for the year end 31 March 2022. The Company has losses carried forward, the credit of which, can be availed by other companies in the same group incorporated in US.

**25 Earnings Per Share**

| Particulars  | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| <b>Basic Earnings Per Share</b>                                      |                                     |                                     |
| Loss attributable to equity shareholders                             |                                     |                                     |
| Loss for basic earning per share of USD 0.0001 each                  |                                     |                                     |
| Loss for the year  | (3,365,208)                         | (10,362,410)                        |
| <b>Basic Earnings Per Share</b>                                      |                                     |                                     |
| Weighted average number of equity shares outstanding during the year | 1,014,702                           | 1,000,000                           |
| <b>Basic EPS (USD)</b>   | <b>(3.32)</b>                       | <b>(10.36)</b>                      |
| <b>Diluted Earnings Per Share</b>                                    |                                     |                                     |
| Loss for diluted earning per share of USD 0.0001 each                |                                     |                                     |
| Loss for the year  | (3,365,208)                         | (10,362,410)                        |
| Weighted average number of equity shares outstanding during the year | 1,014,702                           | 1,000,000                           |
| <b>Diluted EPS (USD)</b>   | <b>(3.32)</b>                       | <b>(10.36)</b>                      |

**26 Commitments and Contingencies**

Nil





27 Related Party Disclosures

(A) Related parties and the nature of the relationship

List of subsidiaries, step subsidiaries, fellow subsidiaries and other related parties is provided in the table below:

| (a) Parent Company                                   | Country of Incorporation | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--|--------------------------|------------------------|------------------------|
| Indegene Limited (formerly Indegene Private Limited) | India                    | 100%                   | 100%                   |

| (b) Subsidiaries  | Country of Incorporation | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|--------------------------|------------------------|------------------------|
| Indegene Inc  | USA                      | 100%                   | 100%                   |
| Indegene Wincere Inc <sup>(1)</sup>   | USA                      | -                      | -                      |
| Medical Marketing Economics, LLC (From 27 August 2021 to 31 December 2021) <sup>(2)</sup> | USA                      | -                      | -                      |
| Medcases LLC (dissolved as of 16 August 2022)   | USA                      | -                      | 100%                   |
| Indegene Healthcare LLC (dissolved as of 18 August 2022) <sup>(3)</sup>                   | USA                      | -                      | 100%                   |
| Indegene Ireland Limited  | Ireland                  | 100%                   | 100%                   |
| DT Associates Research and Consulting Services Ltd ("DT Associates")                      | England and Wales        | 60%                    | 60%                    |
| Cult Health LLC <sup>(4)</sup>  | USA                      | 100%                   | -                      |

<sup>(1)</sup> Merged with Indegene Inc. on 01 July 2021.

<sup>(2)</sup> Acquired on 27 August 2021 and merged with Indegene Inc on 01 January 2022.

<sup>(3)</sup> The dissolution order dated 16 August 2022 has been passed for the LLC by New Jersey Division of Revenue and Enterprise Services.

<sup>(4)</sup> Wholly owned subsidiary of ILSL Holdings Inc w.e.f. 12 October 2022.

| (c) Step subsidiaries   | Country of Incorporation | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|--------------------------|------------------------|------------------------|
| Services Indegene Aptilon Inc   | Canada                   | 100%                   | 100%                   |
| DT Associates Research and Consulting Inc. <sup>(5)</sup>                 | USA                      | 60%                    | 60%                    |
| Indegene Healthcare Germany GmbH (formerly Sotus 852 GmbH) <sup>(6)</sup> | USA                      | 100%                   | -                      |

<sup>(5)</sup> Wholly owned subsidiary of DT Associates w.e.f. 16 July 2021.

<sup>(6)</sup> Wholly owned subsidiary of Indegene Ireland Limited w.e.f. 10 November 2022.

| (d) Fellow Subsidiaries                                 | Country of Incorporation | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|--------------------------|------------------------|------------------------|
| Indegene Fareast Pte Ltd.                               | Singapore                | 100%                   | 100%                   |
| Indegene Europe LLC                                     | Switzerland              | 100%                   | 100%                   |
| Indegene Lifesystems Consulting (Shanghai) Co. Ltd.     | China                    | 100%                   | 100%                   |
| Indegene Japan, LLC                                     | Japan                    | 100%                   | 100%                   |
| Indegene Healthcare Mexico S de RL de CV <sup>(7)</sup> | Mexico                   | 100%                   | 100%                   |

<sup>(7)</sup> The company has been registered w.e.f. 02 December 2021.

| (e) Other related parties   | Nature of Relationship   |
|---|--|
| OT Services Private Limited, India  | Entity with common shareholders with significant influence               |
| Exeevo Inc, USA (Formerly Omnipresence Technologies Inc)                      | Subsidiary of entity with common shareholders with significant influence |
| Exeevo Services Inc, Canada (Formerly Omnipresence Technologies Services Inc) | Subsidiary of entity with common shareholders with significant influence |

| (f) Key management personnel ("KMP") | Nature   |
|--------------------------------------|----------|
| Dr. Rajesh B Nair                    | Director |
| Mr. Manish Gupta                     | Director |

(B) Transactions and Balances outstanding with the above related parties during the year:

Nature of Transactions with related parties are as follows:

| Nature of transactions                                   | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Fund received from subsidiary                            | 10,755,000                          | 50,150,000                          |
| Expenses paid by subsidiaries on behalf of the Company   | 1,424                               | 63,673                              |
| Expenses paid by Parent Company on behalf of the Company | 85,935                              | -                                   |
| Expenses paid on behalf of subsidiaries                  | 255,805                             | -                                   |
| Loan availed from Parent Company                         | -                                   | 18,000,000                          |
| Conversion of loan from Parent Company to equity shares  | 18,000,000                          | -                                   |
| Issue of shares (including securities premium)           | 18,000,000                          | -                                   |
| Interest expense   | 1,159,890                           | 690,461                             |
| Interest income  | -                                   | 30,707                              |





Following are the significant related party transactions during the year ended 31 March 2023 and 31 March 2022.

| Particulars  | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| <b>Fund Received from Subsidiary</b>                           |                                     |                                     |
| Indegene Healthcare LLC  | -                                   | 80,000                              |
| Indegene, Inc.   | 10,755,000                          | 49,920,000                          |
| Indegene Wincere Inc   | -                                   | 150,000                             |
| <b>Expenses paid by subsidiaries</b>                           |                                     |                                     |
| Indegene, Inc.   | 1,424                               | 63,673                              |
| <b>Expenses paid by Parent Company</b>                         |                                     |                                     |
| Indegene Limited (Formerly Indegene Private Limited)           | 85,935                              | -                                   |
| <b>Expenses paid on behalf of other related parties</b>        |                                     |                                     |
| Indegene, Inc.   | 255,805                             | -                                   |
| <b>Loan availed from Parent Company</b>                        |                                     |                                     |
| Indegene Limited (formerly Indegene Private Limited)           | -                                   | 18,000,000                          |
| <b>Conversion of loan from Parent Company to equity shares</b> |                                     |                                     |
| Indegene Limited (formerly Indegene Private Limited)           | 18,000,000                          | -                                   |
| <b>Issue of equity shares (including securities premium)</b>   |                                     |                                     |
| Indegene Limited (formerly Indegene Private Limited)           | 18,000,000                          | -                                   |
| <b>Interest expense on loan from Parent Company</b>            |                                     |                                     |
| Indegene Limited (formerly Indegene Private Limited)           | 1,159,890                           | 690,461                             |
| <b>Interest income</b>   |                                     |                                     |
| Indegene, Inc.   | -                                   | 30,707                              |

Balances receivable/payable from / to related parties are as follows:

| Nature of transaction | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------|------------------------|------------------------|
| Other payables        | 72,628,349             | 68,918,112             |
| Loan availed          | -                      | 18,000,000             |
| Other receivables     | 2,500                  | 830,826                |

*(This space has been intentionally left blank)*





**28 Financial risk management**

The Company has exposure to the credit, liquidity and market risks from its use of financial instruments. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

**Risk management framework**

The Board of Directors have the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures aims to develop a disciplined and constructive control environment in which all employees understand their rules and obligations.

**(i) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk financial instruments affected by market risk include trade receivables, trade payables and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return.

**(a) Interest Rate Risk**

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. The Company's borrowings are from Parent Company term loans and revolving credit facility with M&T Bank which carries a floating rate of USD LIBOR + 3.50%.

The Company manages its net exposure to interest rate risk relating to borrowings by entering into interest rate swap agreements, which allows it to exchange periodic payments based on a notional amount and agreed upon fixed and floating interest rates. Certain borrowings are also transacted at fixed interest rates. If interest rates were to increase/decrease by 75 bps from 31 March 2023 and 31 March 2022 additional net annual interest expense on floating rate borrowing would amount to approximately USD 360,000 (2022: USD 153,114).

**(b) Currency risk**

Currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. Company transacts business in its functional currency (USD) and in other foreign currencies. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities, where revenue or expense is denominated in a foreign currency.

The below table presents foreign currency risk from non-derivative financial instruments as of 31 March 2023 and 31 March 2022:

| As at 31 March 2023         |           |
|-----------------------------|-----------|
| Particulars                 | GBP       |
| Other financial liabilities | 8,788,910 |
| As at 31 March 2022         |           |
| Particulars                 | GBP       |
| Other financial liabilities | 9,148,611 |

As at 31 March 2023 and 31 March 2022, respectively, every 1% increase/ decrease of GBP currency compared to the functional currency of the Company would impact results approximately USD 87,889 (2022: 91,486).

**(ii) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investments. The carrying amount of financial assets represents the maximum credit exposure.

**(a) Investment (at amortised cost)**

Includes investments in US Treasury Bills having a AAA rating assigned by the credit rating agencies.

**Financial assets that are neither past due nor impaired**

Cash and cash equivalents are neither past due nor impaired. Cash and cash equivalents with banks which have high credit-ratings assigned by domestic credit-rating agencies.

*(This space has been intentionally left blank)*





**(iii) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of 31 March 2023, cash and cash equivalents are held with major banks and financial institutions.

The table below summarizes the maturity profile of the Company's financial liabilities, including the estimated interest payments, at the reporting date, based on contractual undiscounted payments:

| As at 31 March 2023         |                    |                   |                    |                    |                    |  |
|-----------------------------|--------------------|-------------------|--------------------|--------------------|--------------------|--|
| Contractual cash flows      | Carrying value     | 6 months or less  | 6 months to 1 year | More than one year | Total              |  |
| Borrowings                  | 48,000,000         | 1,728,000         | 1,728,000          | 53,587,200         | 57,043,200         |  |
| Trade payables              | 20,000             | 20,000            | -                  | -                  | 20,000             |  |
| Lease obligation            | 899,133            | 107,379           | 108,877            | 844,382            | 1,060,638          |  |
| Other financial liabilities | 98,814,970         | 73,416,591        | 8,892,648          | 18,092,496         | 100,401,735        |  |
| <b>Total</b>                | <b>147,734,103</b> | <b>75,271,970</b> | <b>10,729,525</b>  | <b>72,524,078</b>  | <b>158,525,573</b> |  |

| As at 31 March 2022         |                    |                   |                    |                    |                    |  |
|-----------------------------|--------------------|-------------------|--------------------|--------------------|--------------------|--|
| Contractual cash flows      | Carrying value     | 6 months or less  | 6 months to 1 year | More than one year | Total              |  |
| Borrowings                  | 20,415,250         | 544,821           | 531,344            | 19,513,165         | 20,589,330         |  |
| Trade payables              | 49,324             | 49,324            | -                  | -                  | 49,324             |  |
| Lease obligation            | 203,910            | 130,519           | 43,951             | -                  | 174,470            |  |
| Other financial liabilities | 79,351,687         | 68,918,112        | -                  | 10,741,130         | 79,659,242         |  |
| <b>Total</b>                | <b>100,020,170</b> | <b>69,642,776</b> | <b>575,295</b>     | <b>30,254,295</b>  | <b>100,472,366</b> |  |

**29 Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The capital is managed to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure.

ILSL is a closely held Company, in which 100% of the capital as at 31 March 2023 is held by the Parent Company. The Company is not subject to externally imposed capital requirements.

| Particulars   | As at             |                    |
|---|-------------------|--------------------|
|   | 31 March 2023     | 31 March 2022      |
| Borrowings (refer note 13)                              | 48,000,000        | 20,415,250         |
| <b>Net debt (a)</b>                                     | <b>48,000,000</b> | <b>20,415,250</b>  |
| Equity share capital (refer note 11)                    | 107               | 100                |
| Instruments entirely equity in nature (refer note 11)   | 136               | 136                |
| Other equity (refer note 12)                            | 13,122,087        | (1,512,698)        |
| <b>Total capital (b)</b>                                | <b>13,122,330</b> | <b>(1,512,462)</b> |
| <b>Capital and net debt (c)</b>                         | <b>61,122,330</b> | <b>18,902,788</b>  |
| <b>Gearing ratio (a/c)</b>                              | <b>79%</b>        | <b>108%</b>        |
| <b>Total debt as a percentage of total equity (a/b)</b> | <b>366%</b>       | <b>-1350%</b>      |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to maintain investor, creditor and market confidence and to sustain future development of the business.

*(This space has been intentionally left blank)*





**ILSL Holdings Inc.**  
**Notes to Special Purpose Standalone Financial Statements**  
*(All amounts in USD, unless otherwise stated)*

**30 Fair value measurements**  
**(a) Categories of financial instruments -**

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the company, other than those with carrying amounts that are reasonable approximate of fair value

| Particulars                                       | As at              |                    |
|---|--------------------|--------------------|
|   | 31 March 2023      | 31 March 2022      |
| <b>Financial Assets</b>                           |                    |                    |
| <b>FVTPL</b>                                      |                    |                    |
| Derivative Financial Assets                       | 198,761            | -                  |
| <b>Amortised Cost</b>                             |                    |                    |
| Investment  | 54,199,103         | -                  |
| Cash and cash equivalents                         | 27,020             | 59,148,577         |
| Other financial assets                            | 1,540,021          | 866,794            |
| <b>Total Financial Assets</b>                     | <b>55,766,144</b>  | <b>60,015,371</b>  |
|   | <b>55,964,905</b>  | <b>60,015,371</b>  |
| <b>Financial Liabilities</b>                      |                    |                    |
| <b>FVTPL</b>                                      |                    |                    |
| Commitment liability and contingent consideration | 26,148,379         | 10,433,574         |
| <b>Amortised Cost</b>                             |                    |                    |
| Borrowings  | 48,000,000         | 20,415,250         |
| Trade payables                                    | 20,000             | 49,324             |
| Lease liabilities                                 | 899,133            | 203,910            |
| Other financial liabilities                       | 72,666,591         | 68,918,112         |
| <b>Total Financial Liabilities</b>                | <b>121,585,724</b> | <b>89,586,596</b>  |
|   | <b>147,734,103</b> | <b>100,020,170</b> |

**Notes:**

The fair value of cash and cash equivalents, trade receivables, unbilled receivables, borrowings, trade payables, other current financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. The Company's long-term debt has been hedged via an Interest Rate swap. Accordingly, the carrying value of such long-term debt approximates fair value.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

**(b) Fair value hierarchy:**

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There were no transfers between Level 1, 2 and 3 during the year ended 31 March 2023 and 31 March 2022.

The carrying values of financial instruments such as short-term trade receivables and payables, reasonably approximates to fair value and hence separate disclosure of the fair values are not made.

**As at 31 March 2023**

| Particulars                                       | Level 1 | Level 2 | Level 3    | Total      |
|---|---------|---------|------------|------------|
| <b>Assets</b>                                     |         |         |            |            |
| Derivative financial assets                       | -       | 198,761 | -          | 198,761    |
| <b>Liabilities</b>                                |         |         |            |            |
| Commitment liability and contingent consideration | -       | -       | 26,148,379 | 26,148,379 |

**As at 31 March 2022**

| Particulars                                       | Level 1 | Level 2 | Level 3    | Total      |
|---|---------|---------|------------|------------|
| <b>Liabilities</b>                                |         |         |            |            |
| Commitment liability and contingent consideration | -       | -       | 10,433,574 | 10,433,574 |

**Details of commitment liability and contingent consideration considered under Level 3 classification**

| Particular  | As at             |                   |
|---|-------------------|-------------------|
|   | 31 March 2023     | 31 March 2022     |
| Balance at the beginning of the year  | 10,433,574        | 2,745,333         |
| Additions <sup>(1)</sup>  | 16,283,000        | 7,802,921         |
| Payouts   | (536,883)         | (213,118)         |
| Cost recognised in the Special Purpose Standalone Statement of Profit and Loss <sup>(2)</sup> | (31,312)          | 98,437            |
| <b>Balance at the end of the year</b>   | <b>26,148,379</b> | <b>10,433,574</b> |

<sup>(1)</sup>Includes impact of change in carrying value.

<sup>(2)</sup>Comprises of finance expense and translation adjustment





31 Leases

(a) For right-of-use assets schedule - refer note 3

(b) Lease liabilities

| Particulars  | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--------------|------------------------|------------------------|
| Current      | 158,120                | 203,910                |
| Non-current  | 741,013                | -                      |
| <b>Total</b> | <b>899,133</b>         | <b>203,910</b>         |

(c) Amount recognised in Special Purpose Statement of Profit and Loss

| Particulars                   | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|-------------------------------|-------------------------------------|-------------------------------------|
| Amortization                  | 204,207                             | 227,738                             |
| Interest on lease liabilities | 32,245                              | 18,866                              |

(d) Expenses on short term leases / low value assets- Nil

(e) Amounts recognised in the statement of cash flow

| Particulars                          | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--------------------------------------|-------------------------------------|-------------------------------------|
| - Principal                          | 256,827                             | 242,200                             |
| - Interest                           | 32,245                              | 18,866                              |
| <b>Total cash outflow for leases</b> | <b>289,072</b>                      | <b>261,066</b>                      |

(f) Movement of lease liability

| Particulars                            | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Balance as at beginning of the year    | 203,910                             | 446,110                             |
| Additions                              | 952,050                             | -                                   |
| Finance cost accrued during the period | 32,245                              | 18,866                              |
| Payment of lease liabilities           | (289,072)                           | (261,066)                           |
| <b>Balance as at end of the year</b>   | <b>899,133</b>                      | <b>203,910</b>                      |

(f) Maturity analysis – contractual undiscounted cash flows

| Particulars                                 | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|------------------------|------------------------|
| Less than one year                          | 216,256                | 174,470                |
| One to five years                           | 844,382                | -                      |
| More than five years                        | -                      | -                      |
| <b>Total undiscounted lease liabilities</b> | <b>1,060,638</b>       | <b>174,470</b>         |

(This space has been intentionally left blank)





32 Ratios analysis & it's elements

| Particulars                                | Current Year | Previous Year | % Variance* |
|--|--------------|---------------|-------------|
| Current Ratio                              | 0.68         | 0.86          | -20%        |
| Debt-Equity Ratio <sup>(1)</sup>           | 3.73         | (13.63)       | 127%        |
| Debt Service Coverage Ratio <sup>(2)</sup> | 0.13         | (4.12)        | 103%        |
| Return on Equity Ratio <sup>(3)</sup>      | -58%         | -1144%        | 95%         |
| Return on Capital employed <sup>(4)</sup>  | 0%           | -49%          | 99%         |
| Return on Investment <sup>(5)</sup>        | 2.05%        | 0.04%         | 4868%       |

| Ratios                      | Numerator  | Denominator  | Current Year |             | Previous Year |             |
|-----------------------------|--|--|--------------|-------------|---------------|-------------|
|                             |  |  | Numerator    | Denominator | Numerator     | Denominator |
| Current Ratio               | Current Assets   | Current Liabilities  | 56,198,566   | 82,383,365  | 60,088,993    | 70,137,448  |
| Debt-Equity Ratio           | Total Debt (borrowings + lease liabilities)  | Total Equity   | 48,899,133   | 13,122,330  | 20,619,160    | (1,512,462) |
| Debt Service Coverage Ratio | Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc. | Debt Service (Interest and lease payments + Principal repayments)      | 864,661      | 6,697,739   | (9,126,706)   | 2,216,268   |
| Return on Equity Ratio      | Net profit/ (loss) after taxes   | Average Shareholder's Equity   | (3,365,208)  | 5,804,934   | (10,362,410)  | (905,563)   |
| Return on Capital employed  | Earning before interest and taxes  | Capital Employed (Total borrowings + Lease liabilities + Total equity) | (196,023)    | 62,021,463  | (9,424,818)   | 19,106,698  |
| Return on investment        | Income from investment   | Average value of investment  | 1,111,829    | 54,199,103  | 24,375        | 59,024,375  |

\*Reasons for change in excess of 25%

<sup>(1)</sup>The ratio has improved in current year as compared to previous year due to availment of term loan from bank and increase in retained earnings as a result of issue of equity shares.

<sup>(2)</sup> There is improvement in current year ratio due to exception item recognised in previous year and settlement of term loan in current year.

<sup>(3)</sup> Variance is on account of issue of new shares at premium in the current year and reduction in loss before tax, leading to significant improvement in current year ratio.

<sup>(4)</sup> Variance is due to reduction of loss before interest and tax and increase in total capital employed majority because of availment of term loan, in

<sup>(5)</sup> Variance is due to increase in income from investment in current year.

33 Additional Regulatory Information

Details of Loans and advances

Loans and advances granted to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment - Nil

Wilful Defaulter

The Company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Special Purpose Standalone Balance

Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency.

(This space has been intentionally left blank)





34 Corporate social responsibility

The Company is not covered under section 135 of the Companies Act 2013 and accordingly the corporate social responsibility requirements are not applicable.

35 Exceptional items

| Particulars  | For the year ended | For the year ended |
|--|--------------------|--------------------|
|  | 31 March 2023      | 31 March 2022      |
| Change in carrying value of liability towards acquisition* | -                  | (6,305,800)        |
|  |                    | <b>(6,305,800)</b> |

\* Impact of change in the carrying value of the put/forward liability towards acquisition of further shares in DT Associates Research and Consulting Serv

36 Acquisition of Cult Health LLC ("Cult")

On 12 October 2022, the Company has obtained control of Cult Health LLC ("Cult"), a leading healthcare marketing company with expertise in medical strategy, creative and omnichannel planning services, by acquiring 100% of its membership interest. The acquisition was consummated for a consideration of USD 65,083,260 which includes earnout payment of USD 16,283,000. The contingent consideration is based on the performance of Cult Health LLC during the fiscal year beginning 01 April 2023 and ending 31 March 2026 and range of contingent consideration payable is between USD Nil to USD 37,000,000. The Company believes that the acquisition will enhance the commercialization portfolio adding market development and brand strategy competencies along with patient engagement platforms. The fair value of contingent consideration is estimated by using monte carlo simulation with beta and normal distribution, as applicable, considering risk free rate ranging from 4.10%- 4.20%, for the respective years, with adjusted revenue and earnings estimates

The contingent liability (financial liability) amounting to USD 16,609,725 ( including interest charge of USD 326,725) is recognised as investment as all the risk and rewards are transferred to HSL Holdings, Inc as on 31 March 2023.

37 Subsequent events

The Company has evaluated all events or transactions that occurred after 31 March 2023 up through 05 June 2023, the date the financial statements were authorised for issue by the Board of Directors. Based on this evaluation, the Company is not aware of any events or transactions that would require recognition or disclosure.

38 Previous year's figures

Previous year figures have been reworked, regrouped, rearranged and reclassified wherever necessary to be comparable with the figures of the current year's classification and disclosure.


As per our report of even date attached  
 for Manian & Rao  
 Chartered Accountants  
 Firm Registration Number: 001983S

Paresh Daga  
 Partner  
 Membership Number: 211468

Place: Bengaluru  
 Date: 05 June 2023



for and on behalf of the Board of Directors of  
 HSL Holdings Inc.

  
 Dr. Rajesh B Nair  
 Director

Place: Princeton  
 Date: 05 June 2023

  
 Manish Gupta  
 Director

Place: Bengaluru  
 Date: 05 June 2023