

**Balance Sheet, Statement of Profit and Loss,
Statement of Cash Flows and Notes of**

BioPharm Communications LLC

For the year ended 31 March 2026

BioPharm Communications LLC**Balance Sheet***(All amounts in USD, except share data and where otherwise stated)*

	Note	As at 31 March 2026
Assets		
Non-current assets		
Property, plant and equipment	4	6,532
Financial assets		
Other financial assets	5	77,714
Total non-current assets		84,246
Current assets		
Financial assets		
Trade receivables	6	
Billed		9,276,934
Unbilled		6,709,360
Cash and cash equivalents	7	4,748,881
Other current assets	8	1,237,811
Total current assets		21,972,986
Total assets		22,057,232
Equity and liabilities		
Equity		
Equity Share capital	9(a)	189,583
Other equity	9(b)	8,102,503
Total equity		8,292,086
Liabilities		
Current liabilities		
Financial liabilities		
Trade payables		
Total outstanding dues of micro enterprises and small enterprises and		-
Total outstanding dues of other than micro enterprises and small enterprises	10	4,377,875
Other financial liabilities	11	453,580
Other current liabilities	12	8,933,691
Total current liabilities		13,765,146
Total liabilities		13,765,146
Total equity and liabilities		22,057,232

The accompanying notes form an integral part of the financial statements.

for and on behalf of the Board of Managers of
BioPharm Communications LLC

Sd/-

Dr. Rajesh B Nair*Director*

Place : Princeton

Date : 9 July 2026

BioPharm Communications LLC**Statement of Profit and Loss***(All amounts in USD, except share data and where otherwise stated)*

Particulars	Note	From 1st October 2025 to 31 March 2026
Income		
Revenue from operations	13	19,540,526
Other income	14	30,124
Total income		19,570,650
Expenses		
Employee benefits expense	15	8,546,286
Finance costs	16	3,919
Depreciation and amortisation expense	17	225
Other expenses	18	5,832,962
Total expenses		14,383,392
Profit before tax		5,187,258
Tax expense		
Current tax		-
Deferred tax		-
Profit for the year		5,187,258
Total comprehensive income for the year		5,187,258
Profit for the year attributable to:		
Owners of the Parent		5,187,258
		5,187,258
Total comprehensive income for the year attributable to:		
Owners of the Parent		5,187,258
		5,187,258

The accompanying notes form an integral part of the financial statements.

for and on behalf of the Board of Managers of
BioPharm Communications LLC

Sd/-

Dr. Rajesh B Nair*Director*

Place : Princeton

Date : 9 July 2026

BioPharm Communications LLC**Statement of Cashflows***(All amounts in USD, except share data and where otherwise stated)*

Particulars	From 1st October 2025 to 31 March 2026
A. Cash flows from operating activities	
Profit before tax for the year ended	5,187,258
Adjustments :	
Depreciation and amortisation expense	225
Interest income	(30,124)
Operating profit before working capital changes	5,157,359
Changes in working capital	
(Increase)/decrease in trade receivables	(429,328)
(Increase)/ decrease in loans and advances and other assets	(639,446)
Increase/ (decrease) in liabilities	(1,140,014)
Cash generated from operation activities	2,948,572
Income tax paid (net)	-
Net cash generated from operating activities [A]	2,948,571
B. Cash flows from investing activities	
Purchase of property, plant and equipment	(6,758)
Interest received	30,124
Net cash used in investing activities [B]	23,367
C. Cash flows from financing activities	
Interest expense paid	-
Net cash used in financing activities [C]	-
Net increase in cash and cash equivalents (A+B+C)	2,971,938
Cash and cash equivalents at the beginning of the year	1,776,943
Cash and cash equivalents at the end of the year	4,748,881

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	From 1st October 2025 to 31 March 2026
Balances with banks:	
- In current accounts	4,748,881
Total	4,748,881

The accompanying notes form an integral part of the financial statements.

for and on behalf of the Board of Managers of
BioPharm Communications LLC

Sd/-

Dr. Rajesh B Nair*Director*

Place : Princeton

Date : 9 July 2026

BioPharm Communications LLC

Material Accounting Policies to Financial Statements

(All amounts in USD, except share data and where otherwise stated)

1. Corporate Information

BioPharma Communications LLC ("BioPharma Communications" or "the Company") was incorporated on 2005, and headquartered in New Hope, Pennsylvania.

The Company is a full-service, healthcare marketing agency which helps brand teams at pharmaceutical and biotech companies execute customized marketing campaigns through a comprehensive portfolio of proprietary program offerings.

BioPharma Communications LLC was acquired by ILSL Holdings, Inc. by entering into a stock purchase agreement with BioPharm Parent Holding Inc., ("BioPharm") and Engage Acquisition Corp. ("Seller") to acquire 100% interest in BioPharm a specialized marketing services agency effective from 01 October 2025.

2. Basis of preparation of Financial Statements

(i). Statement of compliance and basis of preparation

The financial information of the Company comprise Balance Sheet as at 31 March 2026, Statement of Profit and Loss, Statement of Changes in Equity, Statement of Cash flows for the period ended 31 March 2026, the summary of material accounting policies and explanatory notes.

The financial information of the Company has been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, as applicable to the Financial Statements and other relevant provisions of the Act. These financial statements are prepared for inclusion in the annual report of the Parent Company (Indegene Limited) under the requirements of section 129(3) of the Companies Act, 2013.

The accounting policies have been consistently applied by the Company in the preparation of Financial Statements.

The preparation of Financial Statements requires the use of certain critical accounting judgements and estimates. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates are significant to Financial Statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note (iv).

(ii). Functional and presentation currency

Financial Statements are presented in US Dollar ("USD"), which is also the functional currency of the Company, except for share and per share data and unless otherwise stated.

(iii). Basis of measurement

The Financial Statements have been prepared on a going concern basis, under the historical cost convention, and on an accrual basis, except for the following material items which have been measured at fair value as required by the 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) Defined benefits assets/ (liability)
- d) Share based payments

(iv). Use of estimates or judgement

The preparation of 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.

i. Revenue recognition: The Company applies judgement to determine whether each product or service promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised product and services are combined and accounted as a single performance obligation. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables. Judgement is also required to determine the transaction price for the contract and to ascribe the transaction price to each distinct performance obligation. The Company also exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company uses the percentage of completion method using the input method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Further, the Company also considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risk and rewards to the customer and acceptance of delivery by the customer.

ii. Income taxes and Deferred taxes: The major tax jurisdiction for the Company is the United States of America. For federal and state income tax purposes, a LLC is typically treated as a pass-through entity. The partners of the LLC pay income taxes on their share of the LLC's profits instead of the LLC paying taxes on business income. Accordingly, LLC has not recognised any current or deferred tax of its own, because income tax is levied on its partners rather than on the entity and as such Ind AS 12 Income Taxes is not applicable.

3.1. Foreign currency transactions

Foreign operations

All transactions in foreign currencies are translated to the functional currency 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 foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. All foreign currency differences are generally recognized 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.

3.2. 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.

Financial assets

Financial assets are classified into following categories:

- Financial assets carried at amortised cost
- Financial assets measured at fair value through Other Comprehensive Income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL),

Financial assets primarily comprise trade receivables, loan and receivables, cash and bank balances, 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 are 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 and 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.

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 expire 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 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.

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

3.4. Employee benefits

(i) Other long term benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and future periods. That benefit is discounted to determine its present value. Re-measurements are recognised in Statement of Profit and Loss in the period in which they arise.

(ii) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employee.

3.5. Provisions

A provision is recognised in the 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.

3.6. Revenue

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied.

At contract inception, the Company assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Company applies judgement to determine whether each product or service promised to a customer is capable of being distinct, and are distinct in the context of the contract, if not, the promised products or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation based on their relative stand-alone selling price or residual method. Stand-alone selling prices are determined based on sale prices for the components when it is regularly sold separately, in cases where the Company is unable to determine the stand-alone selling price the Company uses third-party prices for similar deliverables or the Company uses expected cost-plus margin approach in estimating the stand-alone selling price.

The company earns revenue by providing medical, technical support services, customer access services and post-sales support services to Indegene Limited Group entities. Revenue from services is recognised in the accounting period in which the services are rendered and is billed on a cost plus model as per the terms of the agreement between the Company and Indegene Limited Group entities.

The method for recognizing revenues and costs depends on the nature of the services rendered.

A. Time and materials contracts

Revenues and costs relating to time and materials are recognized as the related services are rendered.

Interest income

Interest income is recognised using the effective interest method.

3.7. Finance cost

Finance costs comprises of bank charges.

3.8. 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:

- 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.

3.9. 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.

3.10. 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.

3.11. 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 period of twelve months as its operating cycle.

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4. Property, plant and equipment

Particulars	Office equipment	Total
Gross carrying value		
As at 1 October 2025	-	-
Additions	6,757	6,757
As at 31 March 2026	6,757	6,757
Accumulated depreciation		
As at 1 October 2025	-	-
Depreciation	225	225
As at 31 March 2026	225	225
Carrying amounts (net)		
As at 1 October 2025	-	-
As at 31 March 2026	6,532	6,532

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BioPharm Communications LLC**Notes forming part of the Financial Statements***(All amounts in USD, except share data and where otherwise stated)***5. Other financial assets***(unsecured considered good, unless otherwise stated)*

Particulars	As at 31 March 2026
Non-current	
Security deposit	77,714
	77,714

6. Trade receivables

Particulars	As at 31 March 2026
Billed	9,276,934
Unbilled	6,709,360
	15,986,294

7. Cash and cash equivalents

Particulars	As at 31 March 2026
Balances with banks:	
- In current accounts	4,748,881
	4,748,881

8. Other assets*(unsecured considered good, unless otherwise stated)*

Particulars	As at 31 March 2026
Current	
Prepaid expenses	1,237,811
	1,237,811

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9. Share capital and other equity

9(a). Equity capital

Particulars	As at 31 March 2026	
	Number of shares	Amount
Shares outstanding at the beginning of the period	189,583	189,583
Shares issued during the period	-	-
Shares outstanding at the end of the period	189,583	189,583

A) Details of shareholders

Name of shareholder	As at 31 March 2026	
	Number of shares	% holding
ILSL Holdings, Inc.	189,583	100%

Note: BioPharm Communications LLC was acquired by ILSL Holdings, Inc. from Omnicom Group effective from 1st October 2025.

9(b). Other equity

Particulars	As at 31 March 2026	
Reserves and surplus		
Retained earnings		8,102,503
		<u>8,102,503</u>

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10. Trade payables

Particulars	As at 31 March 2026
Total outstanding dues of micro enterprises and small enterprises ('MSME')	-
Total outstanding dues of creditors other than micro enterprises and small	4,377,875
	4,377,875

11. Other Current financial liabilities

Particulars	As at 31 March 2026
Accrued compensation to employees	453,580
	453,580

12. Other current liabilities

Particulars	As at 31 March 2026
Current	
Unearned revenue	8,219,476
Statutory liabilities	128,312
Advance from customers	152,568
Payable to related party	433,335
	8,933,691

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13. Revenue from operations

Particulars	From 1st October 2025 to 31 March 2026
Revenue from rendering of services	18,568,693
Intercompany revenue	971,833
	19,540,526

14. Other income

Particulars	From 1st October 2025 to 31 March 2026
Interest income	30,124
	30,124

15. Employee benefit expense

Particulars	From 1st October 2025 to 31 March 2026
Salaries and bonus	8,364,302
Contribution to social security and other funds	121,623
Staff welfare expense	60,361
	8,546,286

16. Finance costs

Particulars	From 1st October 2025 to 31 March 2026
Bank charges	3,919
	3,919

17. Depreciation and amortisation expense

Particulars	From 1st October 2025 to 31 March 2026
Depreciation on property, plant and equipment (refer note 4)	225
	225

18. Other expenses

Particulars	From 1st October 2025 to 31 March 2026
Sub-contracting and technical fees	3,632,993
Travelling and conveyance	146,545
Rent	221,904
Repairs and maintenance	
- Computer consumables	1,141,458
- Office maintenance	11,450
- Others	377
Legal and professional fee	315,860
Recruitment charges	114,352
Communication charges	7,109
Subscription and periodicals	22,110
Insurance	20,274
Miscellaneous expenses	198,529
	5,832,962

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