

Virendra K Jain  
Certified Public Accountant

IPCA PHARMACEUTICALS INC., USA  
AUDITED FINANCIAL STATEMENTS  
MARCH 31, 2021 AND 2020

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Virendra K Jain  
Certified Public Accountant

### Independent Accountant's Report

To The Shareholders of  
IPCA Pharmaceuticals Inc.,  
51 Cragwood Road, South Plainfield, NJ USA

I have audited the accompanying financial statements of IPCA Pharmaceuticals Inc., USA as of March 31, 2021 and 2020 and the related statements of Income, Retained earnings and Cash flow for the year then ended in accordance with standards established by the American Institute of Certified Public Accountants. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on our audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In my opinion, the financial statements referred to above present fairly, in all material respect, the financial position of IPCA pharmaceuticals Inc. USA as of March 31, 2021 and 2020, and the result of operations and cash flow for the year ended March 31, 2021 and 2020, in conformity with accounting principles generally accepted in the United States of America.

For Virendra K Jain, CPA

Handwritten signature of Virendra K Jain and date 05.18.21

Virendra K Jain, CPA  
New York, NY  
License No. 093066  
Date: May 18, 2021

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**IPCA PHARMACEUTICALS INC., USA**  
**BALANCE SHEET**  
**MARCH 31, 2021 AND 2020**

	<u>2021</u>	<u>2020</u>
<b><u>Current Assets:</u></b>	\$	\$
Cash	415,739	145,246
Accounts Receivables	49,797	219,573
Prepaid Expenses	5,033	6,885
Interest Receivable	----	40,000
<b>Total Current Assets</b>	<b><u>470,569</u></b>	<b><u>411,704</u></b>

**Fixed Assets:**

Net of Accumulated Depreciation of \$327,475 & \$288,571 in 2021 and 2020	<b>797,499</b>	<b>836,403</b>
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**Investments / Acquisitions:**

Pisgah Labs Inc. (Note 3)	8,860,879	8,860,879
Bayshore Pharmaceuticals LLC (Note 4)	10,435,221	10,435,221
Redeemable Preference Shares of Pisgah Labs Inc.	5,450,000	3,400,000
Loan - Bayshore Pharmaceuticals LLC	3,750,000	2,000,000
<b>Total Investment and Acquisitions</b>	<b>28,496,100</b>	<b>24,696,100</b>

Security Deposit	4,833	4,833
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<b>Total Assets</b>	<b><u>29,769,001</u></b>	<b><u>25,949,040</u></b>
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**LIABILITIES AND STOCKHOLDERS EQUITY**

**Current Liabilities:**

Accrued Expenses	9,000	11,825
Corporate Tax Payable	7,000	11,000
<b>Total Current Liabilities</b>	<b><u>16,000</u></b>	<b><u>22,825</u></b>

**Stockholders' Equity:**

Capital Stock	50,000	50,000
Paid in Capital	1,925,000	1,925,000
Redeemable Preference Shares (Note 5)	28,450,000	24,650,000
Retained Earnings	<u>(671,999)</u>	<u>(698,785)</u>
<b>Total Stockholders' Equity</b>	<b><u>29,753,001</u></b>	<b><u>25,926,215</u></b>
	<b><u>29,769,001</u></b>	<b><u>25,949,040</u></b>

See accompanying notes to Financial Statements

**IPCA PHARMACEUTICALS INC., USA**  
**STATEMENT OF INCOME**  
**FOR THE PERIOD ENDED MARCH 31, 2021 AND 2020**

	<u>2021</u>	<u>2020</u>
	\$	\$
Gross Sales	----	----
Income from Services (note 2)	634,591	736,371
Misc. Income (Interest)	<u>135,278</u>	<u>73,347</u>
Gross Revenue	769,869	809,718
Gross Profit	<b>769,869</b>	<b>809,718</b>
Operating Expenses:		
Salaries	398,032	323,476
Fringe & Taxes	95,748	76,742
Payroll Taxes	15,817	15,116
Traveling & Boarding	874	59,485
Rent/Utilities	42,194	38,590
Communications	11,296	7,883
Office Supplies	2,021	2,722
Insurance	10,615	5,609
Professional & Legal Expenses	61,767	64,829
Audit Fees	5,000	5,000
Depreciation	38,904	39,354
Automobiles / Transport	7,558	16,954
Repairs & Maintenance	8,222	7,791
Payroll-Admin Charges	4,267	3,728
Property Tax	22,870	27,930
Miscellaneous Expenses	<u>10,898</u>	<u>13,574</u>
TOTAL OPERATING EXPENSES	<u>736,083</u>	<u>708,783</u>
Income (loss) before Corporate Taxes	33,786	100,935
Corporate Taxes	----	----
Tax Provision – NJ State (note 6)	7,000	11,000
<b>Net Income (loss)</b>	<b><u>26,786</u></b>	<b><u>89,935</u></b>

See accompanying notes to Financial Statements

**IPCA PHARMACEUTICALS INC., USA**  
**STATEMENT OF RETAINED EARNINGS**  
**FOR THE PERIOD ENDED MARCH 31, 2021 AND 2020**

	<u>2021</u>	<u>2020</u>
	\$	\$
Retained Earnings - Beginning of the period	(698,785)	(788,720)
Income (loss) for the year	<u>26,786</u>	<u>89,935</u>
Retained Earnings - END OF THE PERIOD	<u>(671,999)</u>	<u>(698,785)</u>

See accompanying notes to Financial Statements

**IPCA PHARMACEUTICALS INC., USA**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED MARCH 31, 2021 AND 2020**

	<u>2021</u>	<u>2020</u>
	\$	\$
Current Assets:		
Cash flows from operating activities:		
Net Income (loss)	26,786	89,935
Adjustments to reconcile net income to Net cash provided by operating activities:		
Depreciation	38,904	39,354
Changes in assets and liabilities:		
Decrease (Increase) in Accounts Receivables	169,776	3,449
Decrease (Increase) in Interest Receivables	40,000	(40,000)
Decrease (Increase) in Accrued Expenses	(2,825)	2,825
Decrease (Increase) in Prepaid expenses	1,852	(4,086)
Decrease (Increase) in Taxes Payables	<u>(4,000)</u>	<u>2,500</u>
Total adjustments	<u>243,707</u>	<u>4,042</u>
Net cash provided by operating activities	<u>270,493</u>	<u>93,977</u>
Cash flow from investing activities:		
Investment in Bayshore Pharma	---	---
Loans to Bayshore Pharma	(1,750,000)	(2,000,000)
Net Cash from investing activities	(1,750,000)	(2,000,000)
Cash flow from financing activities:		
Increase in Pref. Redeemable Shares	3,800,000	3,800,000
Redeemable Pref Shares - Pisgah	(2,050,000)	(1,800,000)
Net Cash used from financing activities:	<u>1,750,000</u>	<u>2,000,000</u>
Net Increase in cash	270,493	93,977
Cash at beginning of period	<u>145,246</u>	<u>51,269</u>
CASH AT END OF PERIOD	<u>415,739</u>	<u>145,246</u>

See accompanying notes to Financial Statements

**IPCA PHARMACEUTICALS INC., USA**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED MARCH 31, 2021 AND 2020**

**Note 1**      **A summary of significant Accounting Policies**

**CORPORATION:**

The entity is C Corporation organized and incorporated under the laws of state of New Jersey USA. The Corporation is a wholly owned subsidiary of Ipca Laboratories Ltd., India, a limited liability company registered in India and listed on Indian Stock Exchange.

The corporation is formed with the objective to monitor the registration of generic finished dose formulations and establish marketing and distributing relationships with the companies in USA for these products. Additionally, it also imports Active Pharmaceuticals Ingredients from India to sell to customers in USA.

**USE OF ESTIMATES IN FINANCIAL STATEMENTS PREPARATION:**

The preparation of Financial statements in conformity with accounting principal generally accepted in United State of America require the use of estimates and assumptions that affect the reported amounts of Assets & Liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. The company's financial statements include amounts that are based on management's best estimates and judgments.

**FIXED ASSETS**

Acquisition of equipment's, furniture and fixtures are capitalized in their respective accounts at cost. Ordinary maintenance and repair items are charged directly to expenses as incurred.

Depreciation is being provided based in the estimated useful life using straight line method.

**NOTE 2**      **Income:**

The Corporation imports and sells approved Active Pharmaceutical Ingredients to customers in USA. Sales are derived from this activity. However there is no sale purchase during the year. The corporation also provides liaising and post marketing support services. Income from services includes service charges from this activity.



**IPCA PHARMACEUTICALS INC., USA**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED MARCH 31, 2021 AND 2020**

**NOTE 3 Investment In Pisgah Laboratories Inc. NC, USA:**

(A) During the year under report effective January 16th 2018, the Company had acquired 90% common stock of Pisgah Laboratories Inc. (Pisgah) based out of North Carolina, USA. Pisgah was originally founded in the year 1981 as a contract manufacturer and developer of active pharmaceutical ingredients (APIs) and intermediates and has been a chemistry solutions provider for over three decades. This acquisition will help the Company to establish its foothold in the US market (including but not limited to) in the field of research / small volume APIs and intermediates manufacturing. Pisgah will continue to operate out of its North Carolina manufacturing facility under the Pisgah trade name.

(B) Ipca Pharmaceuticals Inc. USA had acquired a USA company "Pisgah Laboratories Inc." a C Corporation Incorporated in State of North Carolina, (NC) USA on January 16, 2018 with 10% ownership of Onyx Scientific Limited, of UK, a step down subsidiary of Ipca Laboratories Limited, India. A summary of the total deal arrived as under

Total Cost of Acquisition	\$ 9,825,879
Share of 10% of the purchase consideration	
Paid by Onyx Scientific Limited, UK	\$ <u>(965,000)</u>
Balance 90% paid by Ipca USA	\$ 8,860,879

**NOTE 4 Investment In Bayshore Pharmaceuticals LLC, USA:**

The Company has acquired, on October 2nd 2018, 80% Share Capital of Bayshore Pharmaceuticals LLC, a New Jersey limited liability company (Bayshore), 788 Morris Turnpike, Suite 200, Short Hills, New Jersey, USA for a total cost of \$10,435,221.

Bayshore is currently engaged in selling and marketing of FDA approved Generics Drug Products in the USA. The acquisition of the majority stake in Bayshore will add an opportunity to the parent company to commercialize its registered Generics Drug Products in the USA market through this entity.

**NOTE 5 Shareholders' Equity:**

IPCA Pharmaceuticals Inc USA have following Shareholding pattern as of March 31, 2021

**Authorized:**

Common Stock: 1000 shares @ \$ 50 per share :	Total \$	50,000
Paid in Capital	Total \$	1,925,000
Redeemable Preference shares 40,000 shares @ \$ 1000 each :	Total \$	40,000,000

**(Non-Voting)**

**Issued and Paid up:**

Common Stock: 1000 shares @ \$ 50 per share	Total \$	50,000
Paid in Capital	Total \$	1,925,000
Redeemable Preference shares 28,450 shares @ \$ 1000 each	Total \$	28,450,000

**(Non-Voting) (Previous year 24,650 shares for total value \$ 24,650,000)**

**NOTE 6 Corporate Tax:**

Since the corporation has accumulated losses, no corporate income tax provision has been made for federal taxes. However, Provision of taxes for \$ 7,000 made on current year Income for New Jersey State

**NOTE 7 Commitments and Contingencies:**

The corporation has one lease commitments for its office which expires on February 28, 2022. The total lease commitments are \$ 35,538 and \$ 33,900 as of March 31, 2021 and 2020.

For Virendra K Jain, CPA



Virendra K Jain, CPA  
New York, NY  
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Date: May 18, 2021