MAHESH J. AGASHIWALA, C.P.A., P.C. CERTIFIED PUBLIC ACCOUNTANTS 1123 BROADWAY, SUITE 301 NEW YORK NY 10010 TEL: (212) 951-7385 FAX: (212) 685-9208

DATAMATICS GLOBAL SERVICES INC.

AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

DATAMATICS GLOBAL SERVICES INC. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

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The Board of Directors Datamatics Global Services, Inc. 31572 Industrial Road, Suite 200 Livonia, Michigan 48150-1838

Independent Auditor's Report

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Datamatics Global Services, Inc., which comprise the balance sheets as of March 31, 2022 and 2021, and the related statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Datamatics Global Services, Inc. as of March 31, 2022, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Since our engagement is limited to expressing an audit opinion on Datamatics Global Services Inc.'s financial position on a stand-alone basis for the years ending March 31, 2022 and 2021, the effects of the results of operations, cash-flow and Balance Sheet of the non-consolidating subsidiary companies are not considered in this audit report

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Datamatics Global Services, Inc. and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Datamatics Global Services, Inc.'s ability to continue as a going concern for 2022 and onwards

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 express an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion.

In performing an audit in accordance with GAAS, we:

• Exercise professional judgment and maintain professional skepticism throughout the audit.

• Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.

• Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

• Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Datamatics Global Services, Inc.'s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

Auditor's Conclusion

Based on our audit of Datamatics Global Services, Inc.'s financial statements, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Very truly yours,

Clamese Sava CA

Ramesh Sarva, CPA Mahesh J. Agashiwala CPA, P.C.

April, 26 2022

Date

DATAMATICS GLOBAL SERVICES INC. BALANCE SHEET FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

ASSETS

		March 31, <u>2022</u>	March 31, <u>2021</u>
CURRENT ASSETS		<u></u>	
Cash & Bank Balance	\$	2,687,848	\$ 3,136,906
Accounts Receivable, Net - Trade (Note 2, 3 & 5)		8,360,635	6,519,150
Prepaid Taxes & Expenses		310,586	685,973
Loans & Advances - Others	-	3,969,594	3,832,608
Total Current Assets		15,328,663	14,174,638
PROPERTY, EQUIPMENT & IMPROVEMENTS (Note 6)			
Net of accumulated depreciation of			
\$4,464,719 and \$4,243,877 respectively		143,194	284,818
OTHER ASSETS			
Security Deposits		185,036	185,036
Investment		1,088,527	1,088,527
Total Other Assets	-	1,273,562	1,273,562
INTANGIBLE ASSETS (Note 7 & 8)			
Intangible Assets - Net of Accumulated Amortization of			
\$973,578 and \$863,340 respectively		257,563	349,330
TOTAL ASSETS	\$	17,002,982	\$ 16,082,348

See Independent Auditors' Report and the accompanying notes which are an integral part of these financial statements

DATAMATICS GLOBAL SERVICES INC. BALANCE SHEET- continued FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

LIABILITIES & STOCKHOLDERS' EQUITY

	March 31, <u>2022</u>	March 31, <u>2021</u>
CURRENT LIABILITIES		
Accounts Payable - Trade (Note 4 & 5)	\$ 5,370,745 \$	4,201,764
Loans from Related Parties (Note 5)	-	1,342,648
Customer Deposits	175,724	175,724
Accrued Expenses & Other Current Liabilities	3,136,437	3,409,866
Total Current Liabilities	 8,682,906	9,130,002
EQUITY		
Equity Capital - Common (Note 9)	15,887,571	15,887,571
Additional Paid in Capital	12,358,231	12,358,231
Retained Earnings	(19,925,726)	(21,293,456)
Total Stockholders' Equity	 8,320,076	6,952,346
TOTAL LIABILITY & STOCKHOLDERS' EQUITY	\$ 17,002,982 \$	16,082,348

See Independent Auditors' Report and the accompanying notes which are an integral part of these financial statements

DATAMATICS GLOBAL SERVICES INC. INCOME STATEMENT FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

		March 31, <u>2022</u>	March 31, <u>2021</u>
NET SALES	\$	28,220,174	\$ 24,333,648
COST OF SALES (Schedule A)	_	21,394,378	19,529,156
GROSS PROFIT		6,825,796	4,804,492
OPERATING EXPENSES			
Selling, General and Administrative Expenses (Schedule B)		5,318,099	5,299,641
INCOME / (LOSS) FROM OPERATIONS	-	1,507,697	(495,149)
OTHER INCOME AND (EXPENSES)			
Interest Income / (Expenses)		(77,770)	(92,943)
Other Income / (Expenses)		(26,198)	81,935
TOTAL OTHER INCOME AND (EXPENSES)	_	(103,968)	(11,008)
NET INCOME / (LOSS) BEFORE TAX		1,403,729	(506,157)
Corporate Taxes (Note 2)		36,000	36,000
NET INCOME / (LOSS)	\$	1,367,729	\$ (542,157)

See Independent Auditors' Report and the accompanying notes which are an integral part of these financial statements

DATAMATICS GLOBAL SERVICES INC. STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

		March 31, <u>2022</u>	March 31, <u>2021</u>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net Profit / (Loss)	\$	1,367,729 \$	(542,157)
Adjustments to reconcile net profit to net cash			
provided (used in) by Operating activities:			
Lease accounting adjustment impact		(100,938)	(138,581)
Depreciation & Amortization		220,842	379,056
(Increase)/Decrease in Accounts Receivable		(1,841,485)	855,001
(Increase)/Decrease in Other Current Assets		375,387	415,505
(Increase)/Decrease in Other Assets		-	(521)
Increase/(Decrease) in Current Liabilities	_	1,136,258	2,160,183
Net cash provided by operating activities		1,157,793	3,128,486
CASH FLOWS FROM INVESTING ACTIVITIES:			
(Addition)/Decrease to Property & Equipment		(75,799)	(219,632)
(Addition)/Decrease to Intangible Assets		91,767	20,274
Investment in subsidiaries		-	472,795
Loans & Advances	_	136,989	(1,240,440)
Net cash provided by Investing activities		152,957	(967,003)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Working Capital Facility - HSBC Bank		-	(2,903,838)
Increase in Capital		-	4,000
Loan from DIL		(1,342,648)	1,342,648
Net cash provided by financing activities	-	(1,342,648)	(1,557,190)
Net Increase / (Decrease) in cash flow		(31,898)	604,293
Cash at beginning of year	-	3,136,906	2,532,613
Cash at end of year	\$_	3,105,008 \$	3,136,906

See Independent Auditors' Report and the accompanying notes which are an integral part of these financial statements

DATAMATICS GLOBAL SERVICES INC. STATEMENT OF RETAINED EARNINGS FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

	March 31, 2022	March 31, 2021
RETAINED EARNINGS		
Beginning Balance	\$ (21,293,456) \$	(21,112,245)
IND AS 116 Lease adjustment	-	-
Merger of TJUS	-	360,946
Net Profit / (Loss) for the Period	1,367,730	(542,157)
Ending Balance	\$ (19,925,726) \$	(21,293,456)

See Independent Auditors' Report and the accompanying notes which are an integral part of these financial statements

DATAMATICS GLOBAL SERVICES INC. SCHEDULE OF COST OF SALES FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

<u>Schedule A</u>

	March 31, <u>2022</u>	March 31, <u>2021</u>
Salaries \$	10,060,928 \$	8,451,848
Contract Labor	7,306,270	7,133,504
Employee Benefit Expenses	431,255	544,544
Rent	14,227	13,409
Bank Charges	1,309	390
Utilities	2,821	38,122
Real & Property Taxes	6,775	26,882
Depreciation & Amortization	143,560	199,025
Recruitment Expenses	75,962	65,953
Repairs & Maintenance	129,827	168,686
Supplies	13,096	53,070
Software	46,909	61,139
Telephone	1,268	4,231
Postage	1,096,674	1,310,042
Travel Expenses	155,212	155,054
Meals & Entertainment	5,731	1,249
Professional Fees	1,579,872	1,158,537
Commission on Sales	-	-
Other Expenses	68,383	119,325
Insurance	-	24,146
IT Infrastructure & Development Cost	254,298	
COST OF SALES	21,394,377 \$	19,529,156

See Independent Auditors' Report and the accompanying notes which are an integral part of these financial statements

DATAMATICS GLOBAL SERVICES INC. SCHEDULE OF SELLING, GENERAL AND ADMINISTRATIVE EXPENSES FOR THE YEAR ENDED MARCH 31, 2022 AND 2021

<u>Schedule B</u>

	March 31, <u>2022</u>		March 31, <u>2021</u>
Advertisement & Sales Promotion	\$ 343,503	\$	135,651
Bank Charges and Interest	12,010		13,410
Bad & Doubtful Debts	50,457		136,495
Depreciation & Amortization	177,693		180,031
Employee Benefit Expenses	187,547		208,656
Entertainment & Membership Expenses	39,878		19,837
Recruitment Expenses	55 <i>,</i> 980		27,144
Insurance	80,713		62,830
Legal Fees & Professional Fees	213,121		223,274
Miscelleneous Expenses	14,552		-
Software Expenses	283,599		195,371
Postage & Delivery	51,099		23,268
Printing, Stationery & Office Supplies	18,341		39,271
Rent	155,439		111,615
Repairs & Maintenance	207,749		232,539
Real & Property Taxes	45,332		28,485
Salaries	3,007,154		3,197,917
Sales Commission	-		1,525
Telephone & Link Expenses	260,635		365,254
Travel Expenses	90,773		58,576
Utilities	72,978		38,492
Provision for Doubtful Debt	(50,457)	. –	
TOTAL	\$ 5,318,096	\$_	5,299,641

See Independent Auditors' Report and the accompanying notes which are an integral part of these financial statements

1. ORGANIZATION

Datamatics Global Services Inc. is incorporated in the State of Delaware in 1999 and is a wholly owned subsidiary Datamatics Global Services Limited (DGSL) which is incorporated in India.

The company provides many services including end to end services in back office processing such as Accounts Payable Management, Tax Return Processing, Market Research Forms processing, Health Care Claims Processing, IT Contract Programming, Contract Staffing Services and Robotic Automated programming Services.

Effective April 1, 2020, management decided to merge an entity related by common ownership into Datamatics Global Services, Inc.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The company maintains its books of accounts on the accrual basis on accounting.

INVENTORY

The company is not engaged in the sale of any products so there is no inventory maintained.

CONTRACT LABOR

Contract Labor includes the cost of outside resources sometimes utilized to supplement the full time staff of employees.

<u>CASH</u>

Cash includes cash on hand and in bank deposits. The company maintains its cash in bank deposit accounts that, at times, may be in excess of amounts insured by the Federal Deposit Insurance Corporation. The company has not experienced any losses in such accounts.

FAIR VALUE OF FINANCIAL INSTUMENTS

The carrying amounts of cash, accounts receivable, accounts payable and accrued liabilities approximate fair value due to the short maturity of those instruments. The company believes that the carrying value of Notes payable and Capital Leases payable approximate fair value as the interest rates on those instruments are similar to rates currently available to the company.

PROPERTY, EQUIPMENT AND DEPRECIATION

Property and Equipment are valued at cost. Depreciation is provided on Straight Line Method over the estimated useful life of the assets. When the assets are disposed of, the cost and the accumulated depreciation are eliminated from the books of accounts and the gain or loss is recognized.

INTENGIBLE ASSETS

Intangible assets consist of business acquisition costs, software, and capitalized leases. Management believes that the Intangible assets have significant value and will provide future benefits to the company and are stated at their true values.

In accordance with GAAP, long lived assets to be held and used are analyzed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recovered. The company evaluates at each balance sheet date whether events and circumstances have occurred that indicates possible impairment. If there are indications of impairment, the Company uses future undiscounted cash flows of the related asset or asset grouping over the remaining life in measuring whether the assets are recoverable. In the event such cash flows are not expected to be sufficient to recover the recorded asset values, the assets are written down to their estimated fair value.

PROVISION FOR DOUBTFUL DEBTS

The company creates a reserve for bad debts for its Receivables, which it considers as doubtful. For the year ending March 31, 2022, the reserve for bad debts balance remains at \$129,360.

USE OF ESTIMATES

The preparation of financial statements as per Generally Accepted Accounting Principles requires management to make estimates and assumptions which affects the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and

the reported amount of revenue and expenses during the reported period. Actual results could differ when such estimates are used.

INTERNAL CONTROLS

Management believes that adequate Internal Controls are in place.

INCOME TAXES

The company has reported Net Income for the current fiscal year. The company has accumulated Net Operating Losses from prior years that will reduce the Company Federal tax liability on its profits. A provision for tax has been recorded based on an alternative minimum tax estimate. There are remaining Net Operating Losses available for future years but management has decided not to set up a Deferred Tax Asset account. Provisions have been recorded for the mandatory State Income Taxes that will be payable.

3. ACCOUNTS RECEIVABLE

Accounts Receivable includes \$ 106,864 which is past Due for over 180 days, representing 1% Of the total Accounts Receivable. The management represents that it expects to realize the amount in full over a period of time.

The Company adopted Expected Credit Loss Methodology at the end of the prior fiscal year-end March 31, 2018, to comply with the International Financial Reporting Standard 9, a deviation from Generally Accepted Accounting Principles, to evaluate the impairment of its accounts Receivable for all prior years by creating \$249,437 of a reserve that reduced the Accounts Receivable reported for the previous fiscal year-end March 31, 2018. A prior period adjustment was reflected as a separate line entry to the prior fiscal year Retained Earnings at that time.

4. CUSTOMER CONTRACT PURCHASE AGREEMENT

The five-year conditional contract between the Company and Ameriinfo LLC (Consultant) dated March 5, 2014. As per the terms of the contract, the Company had agreed to pay \$606,000towards the gross commission in advance. Asper the terms of the contract, the Company paid \$350,000in advance in March 31,2014 and was liable to pay the balance of \$256,000as of March 31, 2015, which remained

unpaid as of March 31,2022. This amount is neither paid nor recorded as a current liability as of March 31, 2022.

The Company entered into a contract with Tricom dated September 16, 2013, under which the Company agreed to purchase certain customer contracts for healthcare claims processing business in the USA for a total consideration of \$2,494,000. However, some of those customer contracts were not turned over to the Company and hence the total consideration was reduced to \$2,126,761. The Company recorded an Intangible Asset of \$2,126,761 and is amortizing over a period of 36 months from the date of purchase. This amount is fully amortized as of March 31,2022.

5. <u>RELATED PARTY TRANSACTIONS</u>

Accounts Payable includes \$ 5,095,775 due to our parent company Datamatics Global Services Limited against services received worth \$ 6,914,237. Accounts Receivable includes \$ 1,744,895 due from DGSL, the parent company, against services rendered worth \$7,53,656 and \$1,101,658 expenses incurred for parent company.

Accounts payable includes Nil due to Lumina Datamatics Inc., a related company under the common ownership against services received worth of \$ 138,808 as of March 31, 2022. Accounts Receivable includes \$ 12,462 and the Company invoiced \$ 1,35,380 for expenses of Lumina Datamatics Inc. as of March 31, 2022.

Accounts Payable also includes \$118,256 due to Datamatics Robotics Software Limited, a step-down subsidiary, against services received worth \$392,033.

Investment in Subsidiary includes the following balancesDatamatics Global Services Corp863,208Datamatics Robotics Software Inc186,000Datamatics Global Services B.V.28,315

Amount payable to Datamatics Infotech Ltd., a related entity through common parent control, includes \$22,657 as of March 31, 2022. Interest expense of \$39,784 was accrued as of March 31, 2022. As of today, this has been fully paid.

Loan provided to related entity Datamatics Global Services Corp of \$1,413,340 remains outstanding as of March 31, 2022. Interest income of \$37,987 was incurred as of March 31, 2022.

6. PROPERTY, EQUIPMENT & IMPROVEMENTS

As of March 31, 2022 Property, Equipment and Improvements consisted of the following:

	Automobiles	Machinery & Equipment	Furniture & Fixtures	Leasehold Improvement	Total s
<u>Cost</u>					
Beginning balance					
March 31, 2021	\$ 11,201	\$ 3,887,146	\$ 419,008	\$ 211,339	\$ 4,528,694
Additions	-	76,778	3,418		80,196
Dispositions		(979)	<u>-</u>	<u>-</u>	(979)
Ending Balance					
March 31, 2022,	<u>\$ 11,201</u>	<u>\$ 3,962,945</u>	<u>\$ 422,426</u>	<u>\$ 211,339</u>	<u>\$ 4,607,911</u>
Accumulated					
Depreciation					
Beginning balance					
March 31, 2021	\$ 10,750	\$ 3,768,640	\$ 330,533	\$ 133,953	\$ 4,243,876
Additions	\$ 418	172,107	26,322	22,842	221,689
Dispositions	\$ <u>-</u>	(847)	<u>-</u>	<u>-</u>	(847)
Ending Balance					
March 31, 2022	\$ <u>11,168</u>	<u>\$ 3,939,900</u>	<u>\$ 356,855</u>	<u>\$156,795</u>	<u>\$ 4,464,718</u>

7. INTANGIBLE ASSETS

Intangible assets, at cost, consist of business acquisition costs, software and capital leases.

Business acquisition costs- Tricom parties consist of the costs including legal costs incurred to purchase customer contracts:

Business acquisition – Tricom parties	\$ 2,126,761
Less: Accumulated Amortization	2,126,761
Business acquisition costs – net	<u>\$0</u>

Business acquisition costs are fully written off for both fiscal years presented but Software acquisition costs continue to be amortized on a GAAP basis.

8. LEASE COMMITMENTS

The Company has entered into lease agreements for office space and various items of equipment. The rental agreement for office space includes escalation clauses that allow increase in future operating costs.

The Company adopted Ind AS 116, effective annual reporting period beginning April 1, 2019. The Company applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application. Accordingly, the Company did not restated comparative information, instead, the cumulative effect of initially applying this standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. Effective April, 2019 the Company had recognised a lease liability measured at the present value of the remaining lease payments at \$ 865,274 and during the year amortised \$247,157 which results to balance of lease liability as of \$168,101 as on 31st March 2022. The right-of-use asset was initially recognised at its carrying amount at \$ 325,375 as on 1st April 2019, same discounted using incremental borrowing rate and Balance as on 31st March 2022 is \$ 55,627. The impact of accounting treatment as per standard has resulted in a) amortisation charge for right-to-use asset of \$ 75,799 and b) interest accrued on lease liability \$ 12,878.

9. EQUITY

The Company has Authorized Common Stock at 1150 shares @ No Par Value. As of March 31, 2022 Common Stock Issued and Outstanding was 1000 shares @ No Par Value. Additional paid in capital increased by \$4000 as result of merger of Techjini Inc. during the previous fiscal year.

10. SIGNIFICANTEVENTS

Computer Malware/Ransomware Virus Event

During the prior fiscal year-end, the Company experienced a Cyber event that impacted operations and the resulting Revenues. It was mitigated and the Company delivered the backlog caused by the incident. The Company has collected most of the amount it clamed and recorded a small loss reported under Other Income/(loss).

<u>COVID-19</u>

The Company is deemed to be an Essential Critical Infrastructure Workforce employer for its Business Process Outsourcing operations that provide essential Financial Services by processing Accounts Payable, Accounts Receivable, Payroll and Pension check printing services. It is also deemed to be an essential vendor for our customers who are deemed to be Essential Critical Infrastructure Workforce employers for our customers who are in the banking, Newspaper and Transportation industries. As such, the company has continued operations with only a nominal loss of Revenue.