

FINANCIAL STATEMENTS

March 31, 2021

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholder's of Subex Inc.

We have audited the accompanying financial statements of Subex Inc. (a Delaware Corporation), which comprise the balance sheet as of March 31, 2021, and the related statements of income and comprehensive income, retained earnings, and cash flows for the year then ended, and the related notes to the financial statements.

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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 the 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 control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Subex Inc. as of March 31, 2021, 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.

Ram Associates

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Hamilton, NJ May 06, 2021.

SUBEX INC Balance Sheet March 31, 2021

ASSETS

Current assets		
Cash and cash equivalents	\$	326,737
Accounts receivable		1,079,190
Unbilled receivables		456,232
Other current assets		123,751
Total current assets	'	1,985,910
Fixed assets, net		100,140
Security deposit		40,000
Due from affiliates		1,358,747
TOTAL ASSETS	\$	3,484,797
LIABILITIES AND STOCKHOLDER'S DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	\$	170,353
Other current liabilities		728,564
PPP loan		806,392
Total current liabilities		1,705,309
Long-term liabilities		
Due to affiliates		3,166,240
Deferred revenue		830,620
Other liabilities		29,474
Total current and long-term liabilities		5,731,643
Stockholder's deficit		
Common stock, \$.01 par value; 1,000 shares authorized,		
issued and outstanding		10
Accumulated deficit		(2,285,753)
Accumulated other comprehensive income		38,897
Total stockholder's deficit		(2,246,846)
TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIT	\$	3,484,797

SUBEX INC

Statement of Income

For The Year Ended March 31, 2021

Net revenue	\$ 12,512,751
Cost of revenue	 7,507,978
Gross income	5,004,773
Operating expenses	
General and administrative expenses	4,426,254
Operating income before other income and (expense)	578,519
Depreciation	(23,342)
Interest expense	(23,475)
Other income	280,949
Net income before income tax	812,651
Income tax	(85,117)
Net income	727,534
Other comprehensive expense:	
Unrealized foreign currency exchange loss	(8,879)
Comprehensive income	\$ 718,655

SUBEX INC

Statements of Changes in Stockholder's Deficit

For The Year Ended March 31, 2021

	Commo Shares	on stock An	Amount		Accumulated deficit		1		
Balance as on March 31, 2020	1,000	\$	10	\$	(3,013,287)	\$	47,776	\$	(2,965,501)
Comprehensive loss			-		-		(8,879)		(8,879)
Net income			-		727,534		-		727,534
Balance as on March 31, 2021	1,000	\$	10	\$	(2,285,753)	\$	38,897	\$	(2,246,846)

SUBEX INC

Statements of Cash Flows

For The Year Ended March 31, 2021

Cash flows from operating activities	
Net comprehensive income Adjustment to reconcile net income to net cash provided by operating activities	\$ 718,655
Depreciation	23,342
Changes in assets and liabilities:	
(Increase)/ decrease in:	
Accounts receivable	(25,195)
Unbilled receivables	(102,334)
Other current assets	(36,170)
Increase/ (decrease) in:	
Accounts payable and accrued expenses	35,644
Payroll and payroll taxes	(11,462)
Other current liabilities	(127,039)
Deferred revenues	 (195,356)
Net cash provided by operating activities	 280,085
Cash flows from investing activities:	
Purchase of fixed assets	(84,133)
Decrease in due from affiliates	 787,732
Net cash provided by investing activities	 703,599
Cash flows from financing activities:	
PPP loan	806,392
Decrease in other liabilities	(8,941)
Decrease in loan from affiliates	(1,999,998)
Decrease in due to affiliates	 383,756
Net cash used in financing activities	 (818,791)
Net increase in cash and cash equivalents	164,893
Cash and cash equivalents at the beginning of the year	161,844
Cash and cash equivalents at the end of the year	\$ 326,737
Supplementary disclosure of cash flows information:	
Cash paid during the year for:	
Interest	\$ -
Income taxes	88,337

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1. Organization and Description of Business

Azure Solutions, Inc., a Delaware corporation was incorporated in November 2004. Azure Solutions, Inc. is a 100% subsidiary of Azure Solutions, Ltd., UK. On June 22, 2006, Subex Systems, Ltd., India acquired 100% of Azure Solutions, Ltd., UK. On November 1, 2017, Subex System Ltd transferred its investments in Subex Inc to Subex Assurance LLP.

After the acquisition, Azure Solutions, Inc., Azure Solutions, Ltd., UK and Subex Systems, Ltd., India was renamed as Subex Azure, Inc., Subex Azure UK, Ltd. and Subex Azure, Ltd., respectively. Effective from December 5, 2007 Subex Azure, Inc was renamed as Subex, Inc.

Subex, Inc. ('the Company') is in a niche market providing revenue maximization solutions to communications service providers worldwide. These solutions improve the revenue and profits of the communication service providers through identification and elimination of leakages in their revenue chain. The Company conceptualizes and develops software products and is focused on the telecom business segment. The Company's vision is to be a global leader in its chosen area of operation – revenue maximization for communications service providers.

2. Summary of Significant Accounting Policies

a) Accounting Policies

These financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP"); consequently, revenue is recognized when services are rendered and expenses reflected when costs are incurred.

b) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and use assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are often based on judgments, probabilities and assumptions that management believes are reasonable but that are

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inherently uncertain and unpredictable. As a result, actual results could differ from those estimates.

Management periodically evaluates estimates used in the preparation of the financial statements for continued reasonableness. Appropriate adjustment, if any, to the estimates used are made prospectively based on such periodic evaluations.

c) Cash and Cash Equivalents

The Company considers all checking accounts, sweep accounts and money market accounts to be cash and cash equivalents.

The Company's statements of financial position and results of operations are measured using the United States dollar as the functional currency.

d) Accounts Receivables

Accounts receivable are recorded at net realizable value consisting of the carrying amount less the allowance for doubtful accounts.

The Company maintains an allowance for doubtful accounts to provide for the estimated amount of receivables that may not be collected. The allowance is based upon an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables and other applicable factors. The Company evaluates the collectability of the trade accounts receivable on an ongoing basis and write off accounts when they are deemed to be uncollectable.

For the year ended March 31, 2021, the allowance for doubtful accounts amounted to \$ Nil.

e) Revenue Recognition

The Company recognize revenue in accordance with the Accounting Standard Codification 606 "Revenue Recognition." The Company recognizes revenues as they transfer control of deliverables (products, solutions and services) to its customers in an amount reflecting the consideration to which it expects to be entitled. 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

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transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied.

The Company accounts for a contract when it has approval and commitment from all parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. The Company applies judgment in determining the customer's ability and intention to pay based on a variety of factors including the customer's historical payment experience.

For performance obligations where control is transferred over time, revenues are recognized based on the extent of progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the deliverables to be provided.

Revenues related to fixed-price contracts for application development and systems integration services, consulting or other technology services are recognized as the service is performed using the cost to cost method, under which the total value of revenues is recognized on the basis of the percentage that each contract's total labor cost to date bears to the total expected labor costs. Revenues related to fixed-price application maintenance, testing and business process services are recognized based on our right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered. If the Company's invoicing is not consistent with value delivered, revenues are recognized as the service is performed based on the cost to cost method described above. The cost to cost method requires estimation of future costs, which is updated as the project progresses to reflect the latest available information; such estimates and changes in estimates involve the use of judgment. The cumulative impact of any revision in estimates is reflected in the financial reporting period in which the change in estimate becomes known and any anticipated losses on contracts are recognized immediately.

Revenues related to time-and-materials, transaction-based or volume-based contracts are recognized over the period the services are provided either using an output method such as labor hours, or a method that is otherwise consistent with the way in which value is delivered to the customer.

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Accounts Receivables, Contract Assets and Contract Liabilities

The Company classifies its right to consideration in exchange for deliverables as either a receivable or a contract asset. A receivable is a right to consideration that is unconditional. The Company presents such receivables in Accounts Receivable at their net estimated realizable value.

A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets primarily relate to unbilled amounts on fixed-price contracts utilizing the cost to cost method of revenue recognition. The Company had Unbilled Receivable of \$456,232 as of March 31, 2021.

The Company's contract liabilities or unearned revenue consist of advance payments and billings in excess of revenues recognized. The Company had unearned revenue of \$830,620 as of March 31, 2021, which is classified as Deferred Revenue.

f) Credit and Business Concentration

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and trade receivables. Credit risks associated with trade receivables is minimal due to the Company's customer base which consist of large telecom companies and ongoing procedures, which monitor the credit worthiness of its customers. For the year ended March 31, 2021 sales to three major customers accounted for approximately 77% of revenue net of inter-company. As of March 31, 2021, accounts receivable due from same three major customers were approximately 72% of net accounts receivables.

g) Property and Equipment

Property and equipment are stated at cost. Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated useful lives by the straight-line method. Depreciation of an asset commences when the asset is put into use. The estimated useful lives of the related assets range from 4 to 5 years. The Company charges repairs and maintenance costs that do not extend the lives of the assets, to expenses as incurred.

Property and equipment as on March 31, 2021 consists of the following:

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Computer hardware	\$ 993,221
Computer software	225,665
Office equipment	25,157
Furniture and fixtures	11,760
Total assets	1,255,803
Less: Accumulated depreciation	(1,155,663)
Net assets	\$ 100,140

Depreciation expenses for the year ended March 31, 2021 was \$23,342.

h) Advertising Costs

The Company expenses advertising cost as incurred. Advertising expense for the year ended March 31, 2021 was \$ Nil.

i) Fair value of financial instruments

FASB ASC 820, Fair Value Measurements and Disclosures defines fair value and establishes a hierarchy for reporting the reliability of input measurements used to assess fair value for all assets and liabilities. FASB ASC 820 defines fair value as the selling price that would be received for an asset, or paid to transfer a liability, in the principal or most advantageous market on the measurement date. That framework provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Certain financial instruments are carried at cost on the balance sheet, which approximates fair value due to their short-term, highly liquid nature. These instruments include cash, accounts receivable, accounts payable and accrued expenses and other liabilities.

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3. New Accounting Pronouncements

- a) In June 2018, the FASB issued ASU 2018-07, Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting ("ASU 2018-07"). The standard largely aligns the accounting for share-based payment awards issued to employees and nonemployees by expanding the scope of ASC 718 to apply to non-employee share-based transactions, as long as the transaction is not effectively a form of financing. For public entities, ASU 2018-07 was required to be adopted for annual periods beginning after December 15, 2018, including interim periods within those fiscal years. For nonpublic entities, ASU 2018-07 is effective for annual periods beginning after December 15, 2019 and interim periods within those fiscal years. Early adoption is permitted for all entities but no earlier than the Company's adoption of ASU 2018-07. The Company has no impact of this pronouncement on its financial statements.
- b) In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement ("ASU 2018-13"), which modifies the existing disclosure requirements for fair value measurements in ASC 820. The new disclosure requirements include disclosure related to changes in unrealized gains or losses included in other comprehensive income (loss) for recurring Level 3 fair value measurements held at the end of each reporting period and the explicit requirement to disclose the range and weightedaverage of significant unobservable inputs used for Level 3 fair value measurements. The other provisions of ASU 2018-13 include eliminated and modified disclosure requirements. For all entities, this guidance is required to be adopted for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. The Company adopted ASU 2018-13 as of the required effective date of January 1, 2020. The adoption of ASU 2018-13 did not have a material impact on the Company's financial statements.
- c) In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"), which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e., lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the

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lease. In addition, a lessee is required to record (i) a right-of-use asset and a lease liability on its balance sheet for all leases with accounting lease terms of more than 12 months regardless of whether it is an operating or financing lease and (ii) lease expense in its statement of operations for operating leases and amortization and interest expense in its statement of operations for financing leases. Leases with a term of 12 months or less may be accounted for similar to prior guidance for operating leases today. In July 2018, the FASB issued ASU No. 2018-11, Leases (Topic 842), which added an optional transition method that allows companies to adopt the standard as of the beginning of the year of adoption as opposed to the earliest comparative period presented. In November 2019, the FASB issued guidance delaying the effective date for all entities, except for public business entities. For nonpublic entities, this guidance is effective for annual periods beginning after December 15, 2020. In June 2020, the FASB issued additional guidance delaying the effective date for all entities, except for public business entities. For public entities, ASU 2016-02 was effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years. For nonpublic entities, this guidance is effective for annual periods beginning after December 15, 2021. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2016-02 will have on its financial statements.

- d) In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes ("ASU 2019-12"), which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in ASC 740 and also clarifies and amends existing guidance to improve consistent application. For public entities, ASU 2019-12 is effective for annual periods beginning after December 15, 2020, and interim periods within those reporting periods. For nonpublic companies, ASU 2019-12 is effective for annual periods beginning after December 15, 2021, and interim periods within those reporting periods. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of ASU 2019-12 will have on its financial statements.
- e) In March 2020, the FASB issued ASU 2020-04, Facilitation of the Effects of Reference Rate Reform on Financial Reporting which provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by the discontinuation of the London Interbank Offered Rate ("LIBOR") or by another reference rate expected to be discontinued. This guidance is effective for all entities upon

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issuance on March 12, 2020 and may be applied through December 31, 2022. The expedients and exceptions in this guidance are optional, and the Company is evaluating the potential future financial statement impact of any such expedient or exception that it may elect to apply as the Company evaluates the effects of adopting this guidance on its financial statements.

4. Loan Payable

On January 30, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 11, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, and quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate the spread of it have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical area in which the Company operates. On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted to amongst other provisions, provide emergency assistance for individuals, families and businesses affected by the coronavirus pandemic.

To date, the Company has not experienced any major consequences or loss of business which will materially impact the financial conditions of the Company.

Paycheck Protection Program

The Company was advanced a loan by Small Business Administration ('SBA') of \$799,167 in May 2020, under the Payroll Protection Program ('PPP') of the Coronavirus Aid, Relief, and Economic Security Act (CARES Act or the Act). The Paycheck Protection Program is a loan designed to provide a direct incentive for small businesses to keep their workers on the payroll under the COVID-19 pandemic.

Section 1106 of the Act provides for forgiveness of up to the full principal amount of qualifying loans guaranteed under the Paycheck Protection Program. SBA will forgive the loan if all employee retention criteria are met, and the funds are used for eligible expenses.

As the amount has not been forgiven as on date of issue of the report, the loan amount of \$799,167 is classified under Current Liabilities and interest of \$7,225 has been accrued on the loan balance for the year ended March 31, 2021.

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5. Income Taxes

The Company accounts for income taxes under the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized based upon differences arising from the carrying amounts of the Company's assets and liabilities for tax and financial reporting purposes using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period when the change in tax is enacted. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty, as applicable, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For the year ended March 31, 2021 the Company has not recorded any deferred tax assets or liability due to carried forward loss. Based on available objective evidence, management believes it is more likely than not that the deferred tax assets, if recorded, will not be fully realizable. At March 31, 2021, the Company had approximately \$ 15,778,772 in carried forward losses.

The Company derives income for services rendered in foreign jurisdiction. The collections are derived net of the taxes withheld in the foreign jurisdiction governed by the taxation laws of the respective country in which services are rendered. The taxes withheld are treated as an asset to be offset against the future tax liability. The Company has carried forward losses and do not expect to realize sufficient profits to offset the same. Hence the Company has created a provision to offset the taxes withheld.

The Company files income tax returns in the U.S. federal jurisdiction, and various State jurisdictions. The Company is generally no longer subject to U.S. Federal, State and local examinations by tax authorities for the years before 2017.

6. Employee Benefit Plan

Effective October 1, 2004, the Company sponsored an employee savings plan under Section 401(k) of the Internal Revenue Code. This plan is offered to all employees who have completed 21 years. Employees are vested 100% in the Company's matching from the first year of service. The Company's matching contribution was \$83,249 for the year ended March 31, 2021.

7. Legal Matters

The Company is or has been involved in legal proceedings that arise from the normal course of business. The Company cannot predict the timing or outcome

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of these claims and other proceedings. The management, in all instances, intends to vigorously defend all false claims and false allegations brought against it in the normal course of business. Currently, the Company is not involved in any action, arbitration and / or other legal proceedings that it expects to have a material adverse effect on the business, financial condition, results of operations or liquidity of the Company. All legal cost is expensed as incurred.

8. Related Party Transactions

Due to affiliates

During the year ended March 31, 2021, the Company owed to its parent company and related companies a total of \$ 3,166,240 which consisted of the following:

Services received	\$ 2,559,517
Reimbursement	1,375
Interest expense	605,274
Unrealized forex loss	74
Total	\$ 3,166,240

Due from affiliates

During the year ended March 31, 2021, the Company had receivable balance of \$1,358,747 due from its parent and related companies on account of marketing and allied services provided.

Services procured from and expenses reimbursed to related companies

During the year ended March 31, 2021, the Company provided services of \$6,011,163 to its parent company and related companies.

During the same period the Company purchased services of \$6,372,023 from its parent company and related companies.

Interest write off:

During the year ended March 31, 2021, Subex Asia Pacific PTE Ltd, a Singapore related party, by a resolution dated April 14, 2021, has waived off interest on loan of \$262,277. The income resulting due to waiver of interest is classified under Other Income in the financials.

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9. Commitments and Contingencies

Lease Commitments

The Company has entered into a lease agreement for office facility expiring through May 06, 2025. The future minimum rental payments under the lease agreement are as follows:

For year ending March 31,	
2022	\$ 72,502
2023	74,402
2024	76,304
2025 and thereafter	86,143
TOTAL	\$ 309,351

For the year ended March 31, 2021 rent expense was \$70,601

10. Subsequent Events

For the year ended March 31, 2021, the Company has evaluated subsequent events for potential recognition and disclosure through May 06, 2021, the date the financial statements were available for issuance.

No reportable subsequent events have occurred through May 06, 2021, which would have a significant effect on the financial statements as of March 31, 2021, except as otherwise disclosed.