

INDEPENDENT AUDITORS REPORT

To the members of Inspirisys Solutions North America Inc.,

We have audited the attached Ind AS financial statement of **Inspirisys Solutions North America Inc.**, (hereinafter referred to as the "Company") which comprise the Balance Sheet as at 31st March 2025 and the statement of Profit and Loss (including other comprehensive income), statement of cash flows and the statement of changes in Equity for the year ended and a summary of significant accounting policies and other explanatory statements. These financial statements have been prepared by the Company's management as per Ind AS Principles adopted in India for the purpose of consolidating the company's financials with that of the holding company.

Management's Responsibility for the Financials Statements

Management is responsible for the preparation of these financials statements that give a true and fair view of the state of affairs and results of operations of the company in accordance with the IND AS adopted in India; this includes the design implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair views and are free from material misstatement, whether due to fraud & error.

Auditors Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with standards on auditing issued by the ICAI. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain the reasonable assurance about whether the financial statements are free from material misstatements.

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 judgement, including the assessment of the risk of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design the audit procedure that are appropriate the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluation of the overall presentation of the financial statements.

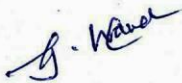


We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the financial statements give a true and fair view of the state of affairs of the company as at 31st March 2025, and its results of operation for the year then ended in accordance with the generally accepted accounting principles adopted in India subject to note no.1.15 to the financial statements for the year ended 31st March 2025.

For GCPP & Associates.,
Chartered Accountants
Firm Regn No: 028389S



G.Chandrasekaran
Partner
M.No: 208546
UDIN: **25208546BMJHKY4467**
Place : Chennai
Date : 8th May 2025

Inspirisys Solutions North America Inc.,

Balance sheet as at 31 March 2025

(All amounts in USD , unless otherwise stated)

Particulars	Notes	As at Mar 31, 2025	As at Mar 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment		1,888	2,727
Financial assets			
- Other financial assets	2.1	3,493	3,493
Total		5,381	6,220
Current assets			
Financial assets			
- Trade receivables	2.2	3,85,362	3,33,280
- Cash and cash equivalents	2.3	2,19,033	2,49,195
- Loans	2.4	10,26,386	12,12,546
Other current assets	2.5	2,21,667	1,84,063
Total		18,52,448	19,79,084
Assets Total		18,57,829	19,85,304
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2.6	6,55,000	6,55,000
Other equity			
- Reserves and surplus	2.7	(84,08,018)	(82,89,264)
Total		(77,53,018)	(76,34,264)
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings Current	2.8	-	35,90,110
- Borrowings Non Current		89,70,110	6,50,000
Total		89,70,110	42,40,110
Current liabilities			
Financial liabilities			
- Trade payables	2.9	2,04,278	48,56,060
- Other financial liabilities	2.10	3,89,452	5,10,152
Other current liabilities	2.11	47,007	13,245
TOTAL		6,40,737	53,79,457
Liabilities Total		18,57,829	19,85,304

Material Accounting Policies & Other Notes

1

Notes to the Balance Sheet

2

As per our report of even date

For GCPP & Associates. Chartered Accountants

Firm Registration No. : 028389S

G Chandrasekaran

Partner

Membership No. 208546



For and on behalf of the Board

[Signature]
Director

[Signature]
Director

Place: Chennai, India

Date : 08 , May 2025

Inspirisys Solutions North America Inc.,

Statement of Profit and loss account for the Year ended 31 March 2025

(All amounts in USD , unless otherwise stated)

Particulars	Notes	Year ended 31 Mar 2025	Year ended 31 Mar 2024
Income			
Revenue from operations	3.1	26,11,299	31,81,678
Other income	3.2	25,500	1,62,677
Total revenue (I)		26,36,799	33,44,355
Expenses			
Cost of Services	3.3	10,92,341	13,25,673
Employee benefit expenses	3.4	9,29,674	17,06,834
Other expenses	3.5	3,93,950	49,43,697
Total (II)		24,15,965	79,76,203
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		2,20,834	(46,31,848)
Depreciation and amortization expense	3.6	838	349
Finance costs (Net)	3.7	3,38,750	3,44,460
Profit/(loss) before tax		(1,18,754)	(49,76,657)
Tax expense			
Current tax		-	-
Deferred Tax		-	-
Profit for the year		(1,18,754)	(49,76,657)

Other comprehensive income

i) Items that will not be reclassified to profit and loss

- Re-measurement of post employment benefit obligation, net
- Income tax relating to items that will not be reclassified to profit and loss

ii) Items that will be reclassified to profit or loss

- Exchange difference on translation of continuing operations
- Income tax relating to translation of foreign operations

Other comprehensive income/ (loss) for the year, net of tax

Total comprehensive income/ (loss) for the period	(1,18,754)	(49,76,657)
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Material Accounting Policies & Other Notes	1
Notes to the Statement of Profit and Loss Account	3

As per our report of even date

For GCPP & Associates. Chartered Accountants

Firm Registration No. : 028389S

G. Chandrasekaran

G Chandrasekaran
Partner

Membership No. 208546



For and on behalf of the Board

R. Babaji
Director

R. Babaji
Director

Place: Chennai, India

Date : 08, May 2025

Inspirisys Solutions North America Inc.,

Cash Flow Statement for the year ended

(All amounts in USD , unless otherwise stated)

Particulars	Year ended 31-03-2025	Year ended 31-03-2024
<u>Cash flows from operating activities</u>		
Net profit / (loss) for the year before tax Adjustment for:	(1,18,754)	(49,76,657)
Financing costs	3,38,750	3,44,460
Bad Debts Written off	2,30,000	46,46,524
Depreciation on fixed assets	838	349
Operating profit / (loss) before reinvestment of capital	4,50,834	14,676
(Increase)/Decrease in Trade receivables	(52,082)	2,67,255
(Increase)/Decrease in P&L debit balance	-	-
(Increase)/Decrease in current assets	(2,67,604)	24,63,859
Increase/(Decrease) in trade and other payables	(47,38,722)	2,12,780
Cash generated from / (used in) operations	(46,07,574)	29,58,569
Tax (paid)	-	-
Net cash flows from operating activities	(46,07,574)	29,58,569
Cash flows from investing activities:		
Acquisition of non current assets & CWIP	0	(2,561)
Loan to related parties	-	-
Net cash flows from/ (used in) investing activities	1,86,161	-
Cash flows from financing activities:		
Equity investment	-	-
Increase / (decrease) in Borrowings	47,30,000	16,85,110
Write off of Loans and Advances	-	(42,15,110)
Financing costs	(3,38,750)	(3,44,460)
Net cash flows from/ (used in) financing activities	43,91,250	(28,74,460)
Net Increase/(decrease) in cash & cash equivalents	(30,162)	84,109
Cash & cash equivalents at the beginning of the year	2,49,195	1,65,086
Cash & Cash equivalents at end of the Period	2,19,033	2,49,195

As per our report of even date

For GCPP & Associates. Chartered Accountants

Firm Registration No. : 0283895

For and on behalf of the Board

G. Chandrasekaran

G Chandrasekaran
Partner
Membership No. 208546



R. Balaji
Director

P. S. Pillai
Director

Place: Chennai, India

Date : 08, May 2025

Inspirisys Solutions North America Inc.,

2. Notes to the balance sheet as at 31 March 2025

(All amounts in USD , unless otherwise stated)

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
<hr/>		
2.1 Other financial assets		
Non Current		
Rental deposit	3,493	3,493
Total	<u>3,493</u>	<u>3,493</u>
2.2 Trade receivables		
Current		
Considered good	3,85,362	3,33,280
Considered doubtful		
	<u>3,85,362</u>	<u>3,33,280</u>
Less:Provision for doubtful receivables		
Total	<u>3,85,362</u>	<u>3,33,280</u>
2.3 Cash and bank balances		
Cash and cash equivalents		
Balances with banks - current accounts	2,19,033	2,49,195
Total	<u>2,19,033</u>	<u>2,49,195</u>
2.4 Loans		
Long term		
Loans and advances to related parties (Also, refer note)		
Considered good	10,26,386	12,12,546
Total	<u>10,26,386</u>	<u>12,12,546</u>
2.5 Other current assets		
Unbilled revenue	2,13,485	1,81,020
Prepaid expenses	5,355	2,950
Employee advances	2,827	93
Total	<u>2,21,667</u>	<u>1,84,063</u>

Inspirisys Solutions North America Inc.,

2. Notes to the balance sheet as at 31 March 2025

(All amounts in USD , unless otherwise stated)

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
2.6 Share capital		
Issued, Subscribed & Paid up		
655,000 (March 31,2024:655,000) equity shares of 1 USD each	6,55,000	6,55,000
2.7 Other Equity		
General reserve		
Retained earnings at the beginning of the year	(82,89,264)	(33.12,606)
Profit /(Loss) for the year	(1,18,754)	(49,76,657)
Balance as at the end of the year	(84,08,018)	(82,89,264)
Total	(84,08,018)	(82,89,264)
2.8 Borrowings		
Current		
Unsecured		
Loans and advances from related parties	-	35,90,110
Total	-	35,90,110
Non-current		
Unsecured		
Loans and advances from related parties	89,70,110	6,50,000
Total	89,70,110	6,50,000
2.90 Trade payables		
Dues to Others	2,04,278	48,56,060
Total	2,04,278	48,56,060
2.10 Other financial liabilities		
Other accrued liabilities	3,89,451	5,10,152
Total	3,89,451	5,10,152
2.11 Other current liabilities		
Unearned service revenue	-	13,245
Statutory dues payable	47,007	-
Total	47,007	13,245

Inspirisys Solutions North America Inc.,

3 Notes to the Statement of Profit and Loss account for the Year ended 31 March 2025

(All amounts in USD , unless otherwise stated)

Particulars	Year ended 31 Mar 2025	Year ended 31 Mar 2024
3.1 Revenue from operations		
Sale of services	26,11,299	31,81,678
Revenue from operations (net)	<u>26,11,299</u>	<u>31,81,678</u>
3.2 Other income		
Other non-operating income	25,500	1,62,677
Total	<u>25,500</u>	<u>1,62,677</u>
3.3 Cost of Services		
Sub-contracting and outsourcing cost	10,92,341	13,25,673
Total	<u>10,92,341</u>	<u>13,25,673</u>
3.4 Employee benefits expense		
Salaries, wages and bonus	9,29,674	17,06,834
Total	<u>9,29,674</u>	<u>17,06,834</u>
3.5 Other expenses		
Rent	20,700	20,700
Insurance	9,396	10,544
Rates and taxes	74,000	69,200
Travelling and conveyance	119	7,790
Legal and professional fees	35,706	1,41,373
Bad debts written off	2,30,000	46,46,524
Miscellaneous expenses	24,029	47,566
Total	<u>3,93,950</u>	<u>49,43,697</u>
3.6 Depreciation and amortization expense		
Depreciation of tangible assets	838	349
Total	<u>838</u>	<u>349</u>
3.7 Finance costs		
Interest	3,38,749	3,44,460
Bank charges & Commission		
Total	<u>3,38,749</u>	<u>3,44,460</u>

1. Other Notes forming part of Financial Statements for the Year Ended March 31, 2025

(All amounts in USD, unless otherwise stated)

1.1. Legal status and business activity:

Inspirisys Solutions North America Inc, a company incorporated under the state laws of California, USA. The company is primarily engaged in rendering software services.

1.2. Tangible Assets:

a) Cost: The tangible assets represent office equipments, air conditioners, Furniture & Fixtures & Vehicles. The Tangible assets are stated at cost. Cost includes all expenses directly attributable to bringing the asset to its working condition for its intended use.

Depreciation: Depreciation on tangible assets is computed from the date the assets have been installed and put to use.

1.3. Sundry debtors / Sundry creditors / Loans & advances

Cash and Cash equivalents comprise of cash and bank current account.

	March 31, 2025	March 31, 2024
Cash at Bank	2,19,033	2,49,195
	<u>2,19,033</u>	<u>2,49,195</u>

1.4. Trade receivables & Other Assets

Trade and Other receivables are stated at the amounts estimated to be realized.

	March 31, 2025	March 31, 2024
Trade Receivables	3,85,362	3,33,280
	<u>3,85,362</u>	<u>3,33,280</u>

1.5. Liabilities & Provisions:

All known liabilities have been accounted in preparing the financial statements.

Classification of Liabilities:

Liabilities classified as current liabilities on the balance sheet date are those, which fall due for payment on demand within one year from the balance sheet date.

Amount falling due within one year

	March 31, 2025	March 31, 2024
Trade Payables	2,04,278	48,56,060
Other Current liabilities	4,36,459	5,23,397
	<u>6,40,737</u>	<u>53,79,457</u>

The company has sought for confirmation from concerned parties in respect of major balances stated at their values shown under sundry debtors, sundry creditors and loans & advances outstanding as at the year end, which is subject to confirmation.

1.6. Changes in equity:

Particulars	Issued Capital/ Share application Money	Accumulated Profit/(loss)	Total
Balance as on March 31, 2024	6,55,000	(82,89,264)	(76,34,264)
Profit/(Loss) for the year ended March 31, 2025	-	(1,18,754)	(1,18,754)
Balance as on March 31, 2025	<u>6,55,000</u>	<u>(84,08,018)</u>	<u>(77,53,018)</u>

1.7. REVENUE RECOGNITION:

Revenue is generally accounted for on accrual basis and is recognized as follows:

a) Services: Revenue is recognized over the period in which the service is provided.

b) Software services:

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last billing to the Balance Sheet date is recognized as unbilled revenues.

Revenue from fixed-price and fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage of completion method. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current estimates.

1.8. RELATED PARTIES TRANSACTION

Name of the Party

CAC Holdings Corporation, Tokyo, Japan
Inspirisys Solutions Limited
Inspirisys Solutions Europe Ltd UK
Inspirisys Solutions Japan Kabushiki Kaisha
Inspirisys Solutions DMCC
Network Programs USA, Inc.

Nature of Relationship

Ultimate Holding Company
Holding company
Fellow Subsidiary
Fellow Subsidiary
Fellow Subsidiary
Fellow Subsidiary

Directors of the company

Mr Murali Gopalakrishnan	Director
Mr R Balaji	Director
Mr Srinivasa Bhaskara (Resigned on 26.10.2024)	Director
Mr Reni Don Rozario	Director
Mr S Sundaramurthy (Appointed on 27.10.2024)	Director

1.9. The transactions with its related parties are as follows :

Particulars	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel
Sale of Services/Marketing Support Fees		3,66,000 (3,42,000)	-	-
Interest Earned (ISDMCC)			(1,62,677)	-
Purchases		10,92,341 (13,25,673)	-	-
Interest Paid	3,38,749 (3,44,460)			
Loans and Advances / Receivables	-	-	10,26,386 (12,12,546)	
Payables	2,73,336 (3,03,222)	2,03,956 (48,56,060)		
Loans Outstanding	89,70,110 (42,40,110)			

Note: Item under parenthesis represent previous year figures (31 March 2024)

1.10. RELATED PARTY INTEREST IN CONTRACTS:

The key persons of the company are neither directly nor indirectly interested in any contract with the company.

Mr Murali Gopalakrishnan is key person of the the company. Mr Murali Gopalakrishnan is also the Executive Director and CEO of Inspirisys Solutions Limited, the holding company.

1.11. Capital Commitments:

The Company has no capital commitments, which would require disclosure as at March 31, 2025

1.10. Contingent Liabilities:

There are no contingent liabilities as at the balance sheet date, which would require provision or disclosure.

1.11. Earning per Share

The earnings considered in ascertaining the company's basic and diluted earnings per share comprise of the net profit/(loss) after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing the diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of shares if any which would have been issued on the conversion of all dilutive potential equity shares.

1.12. Measurement of EBITDA

The company measures EBITDA on the basis of profit/(loss) from continuing operations. In its measurement does not include depreciation and amortization expense, finance

1.13. Taxation:

Taxes on profits have not been computed on account of brought forward losses.

1.15. Going Concern:

The company recorded a loss before tax for twelve months ended 31 March 2025 of USD 1.19 Lakhs. Further, the company has accumulated losses amounting to USD 84.08 lakhs which has resulted in erosion of net worth. However, the current and long term borrowings are predominantly due to Ultimate Holding Company and trade payables to Holding company. The management is confident that the future revenue and cash flow projections will enable the Group to operate as a going concern. Accordingly no adjustments have been made to the carrying amount of the assets and liabilities and these financial statements have been prepared using the going concern assumption.

1.14. Comparative Figures:

The previous year's figures have been regrouped / recasted wherever necessary to conform to the current year's presentation.

As per our report attached

For GCPP & Associates, Chartered Accountants
Firm Registration No. : 0283895



G Chandrasekaran
Partner
Membership No. 208546

Place: Chennai, India
Date : 08, May 2025



For and on behalf of the Board


Director


Director