WIPRO PROMAX ANALYTICS SOLUTIONS AMERICAS, LLC

FINANCIAL STATEMENTS

Year Ended March 31, 2021

Williams Overman Pierce, LLP
CPAs • Advisors

WIPRO PROMAX ANALYTICS SOLUTIONS AMERICAS, LLC
TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT

To the Member of
Wipro Promax Analytics Solutions Americas, LLC

We have audited the accompanying financial statements of Wipro Promax Analytics Solutions Americas, LLC, which are comprised of the balance sheet as of March 31, 2021, and the related statements of operations and member's deficit, 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.

Auditors' 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 auditors' 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 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 Wipro Promax Analytics Solutions Americas, LLC 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.

Greensboro
328 E. Market Street, Suite 100
Greensboro, NC 27401
336.275.1686

Raleigh
2501 Atrium Drive, Suite 500
Raleigh, NC 27607
919.782.3444

Wilmington
1508 Military Cutoff Road, Suite 300
Wilmington, NC 28403
910.509.0803

www.wopcpa.com

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule on page 14 is presented for purposes of additional analysis of the financial statements and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The supplementary information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated in all material respects in relation to the financial statements as a whole.

Williams Overman Pierce, LLP

Raleigh, North Carolina
June 8, 2021

WIPRO PROMAX ANALYTICS SOLUTIONS AMERICAS, LLC
BALANCE SHEET
MARCH 31, 2021

Assets

Current assets:		
Cash and cash equivalents	$	772,490
Advance income tax		5,704
		778,194
Property and equipment, net		10,506
Total assets	$	788,700

Liabilities and Member's Deficit

Current liabilities:		
Accounts payable and accrued expenses	$	9,975
Due to affiliates		814,934
		824,909
Long-term liabilities:		
Deferred tax liabilities		25,436
Commitments and contingencies (Note 7)		
Member's deficit		(61,645)
Total liabilities and member's deficit	$	788,700

See accompanying notes to financial statements.

WIPRO PROMAX ANALYTICS SOLUTIONS AMERICAS, LLC
STATEMENT OF OPERATIONS AND MEMBER'S DEFICIT
FOR THE YEAR ENDED MARCH 31, 2021

Revenues:	
Service revenue	$ 389,736
Service revenue - related party	159,449
Total revenues	549,185
Cost of revenues	301,638
Gross profit	247,547
Expenses:	
Depreciation	2,047
Interest expense	127,891
Selling, general and administrative	(17,435)
	112,503
Income from operations	135,044
Other income:	
Interest income	368
Other income	8,158,475
	8,158,843
Income before benefit from income taxes	8,293,887
Provision for income taxes, net	2,691,736
Net income	5,602,151
Member's deficit - beginning of year	(5,663,796)
Member's deficit - end of year	$ (61,645)

See accompanying notes to financial statements.

WIPRO PROMAX ANALYTICS SOLUTIONS AMERICAS, LLC
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2021

Cash flows from operating activities:	
Net income	$ 5,602,151
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	2,047
Forgiveness of related party loans payable	(7,150,000)
Decrease in:	
Accounts receivable	47,385
Contract assets	6,524
Advance income tax	82,677
Deferred tax assets	2,167,276
Increase (decrease) in:	
Accounts payable and accrued expenses	(8,032)
Due to affiliates	719,725
Employee benefits payable	(99,037)
Contract liabilities	(5,520)
Deferred tax liabilities	25,436
Interest payable - related parties	(911,164)
Net cash provided by operating activities	479,468
Cash flows from investing activities:	
Purchase of property and equipment	(12,553)
Net cash used in investing activities	(12,553)
Net decrease in cash and cash equivalents	466,915
Cash and cash equivalents:	
Beginning of year	305,575
End of year	$ 772,490
Supplemental disclosures of cash flow information:	
Cash paid for income taxes	$ 82,677

See accompanying notes to financial statements.

NOTE 1 – DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. DESCRIPTION OF BUSINESS

Wipro Promax Analytics Solutions Americas, LLC ("the Company") is owned by Wipro Gallagher Solutions, LLC, a wholly-owned subsidiary of Wipro Limited, a company traded on the New York Stock Exchange.

The Company is a global provider of solutions and services for Trade Promotion Management and Optimization ("TPx") for the consumer goods and pharmaceuticals industries.

B. LIQUIDITY AND MANAGEMENT'S PLANS

As shown in the accompanying financial statements, the Company had negative working capital and a member's deficit. However, the Company has sufficient cash to cover its fixed expenses for one year from the date of this report. Management plans to increase revenues through recovery of lost customers and expanding its market, subcontract business from the Wipro group to the Company, and control costs. However, there can be no assurances that management's plans will be achieved. The Company's parent has committed to provide working capital necessary for funding the operations of the Company through one year from the date of this report, as needed. During the year ended March 31, 2021, the Company's parent provided a waiver and forgave its related party notes payable, including interest, of $8,160,476.

C. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

a. Basis of Accounting

The financial statements of the Company have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Under the accrual basis of accounting, revenues are recognized when earned and expenses are recognized when incurred. These financial statements have been prepared on a going concern basis, which assumes the realization of assets and satisfaction of liabilities in the normal course of business. These financial statements have been presented in U.S. Dollars, which is the functional and reporting currency of the Company.

b. Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Management believes that these estimates are reasonable. Actual results could differ from those estimates.

c. Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity date of three months or less at the time of purchase to be cash equivalents.

The Company maintains cash balances with various major financial institutions located in the United States. Accounts at these institutions are guaranteed by the Federal Deposit Insurance Corporation up to $250,000. The Company's management does not believe cash is exposed to significant credit risk. The Company periodically evaluates the relative credit standings of the financial institutions with which they do business.

Cash and cash equivalents are stated at cost, which approximate fair value, based on quoted market prices as of March 31, 2021.

e. Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are uncollateralized customer obligations that are recorded when the Company performs its services. The Company determines its allowance for doubtful accounts considering a number of factors, including the overall aging of the receivables, previous history with the customer, contractual terms of the Company’s contracts, and the customer’s current ability to pay its obligation to the Company. Upon completion of all collection efforts, remaining uncollectible accounts are written off. As of March 31, 2021, the Company did not have an allowance for doubtful accounts.

f. Property and Equipment

Property and equipment is stated at cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over the assets estimated useful lives.

Maintenance and repairs are charged to expense as incurred. Major renewals and enhancements are capitalized. When property and equipment is sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in operations. Property and equipment is reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. There were no impairment charges during the year ended March 31, 2021.

The useful lives of property and equipment is as follows:

Computers	2 years
Office equipment	3-10 years
Furniture and fixtures	3-10 years

g. Fair Value of Financial Instruments

The carrying amount of financial instruments, which include cash and cash equivalents, accounts receivable, accounts payable and accrued expenses, approximate their fair value at March 31, 2021.

h. Revenue Recognition

The Company's operating revenues consist of software licenses fees, software hosting, maintenance and support fees, custom programming, consulting, and training fees.

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 are capable of being distinct, and are distinct in the context of the contract, if not, the promised product or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligations 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.

For performance obligations where control is transferred over time, revenues are recognized by measuring 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 promised products or services to be provided.

Revenues are recognized ratably over contractual periods or as software maintenance and support services are performed. Minimum fixed and determinable revenue provided in contracts is also recognized on a straight-line basis, limited to amounts billable according to contractual terms. Revenues from customers with certain contingent rights and revenues based on a percentage of collected cash are not recognized until the corresponding cash is collected. Revenue collected in advance is recorded as a contract liability (deferred revenue) until the related services are performed.

Any change in scope or price is considered as a contract modification. The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the stand-alone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the stand-alone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the stand-alone selling price.

The Company accounts for variable considerations such as volume discounts, rebates and pricing incentives to customers, as a reduction of revenue on a systematic and rational basis over the period of the contract. The Company estimates an amount of such variable consideration using the expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the Company may be entitled.

Revenues are shown net of allowances/returns, sales tax, value added tax, goods and services tax and applicable discounts and allowances.

Incremental costs that relate directly to a contract and incurred in securing a contract with a customer are recognized as an asset when the Company expects to recover these costs and are amortized over the contract term.

The Company recognizes contract fulfilment costs as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in the future; and the costs are expected to be recovered. The asset recognized is amortized on a systematic basis consistent with the transfer of goods or services to the customer to which the asset relates.

The Company assesses the timing of the transfer of goods or services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or the Company, no financing component is deemed to exist.

The Company may enter into arrangements with third party suppliers to resell products or services. In such cases, the Company evaluates whether the Company is the principal (i.e., report revenues on a gross basis) or agent (i.e., report revenues on a net basis). In doing so, the Company first evaluates whether the Company controls the good or service before it is transferred to the customer. If the Company controls the good or service before it is transferred to the customer, the Company is the principal; if not, the Company is the agent.

Remaining Performance Obligations

Revenue allocated to remaining performance obligations represent contracted revenue that has not yet been recognized, which includes unearned revenue and amounts that will be invoiced and recognized as revenue in future periods. Applying the practical expedient, the Company has not disclosed its right to consideration from customers in an amount that corresponds directly with the value to the customer of the Company's performance completed to date. These include contracts invoiced on a time and material basis or those that are volume-based.

Disaggregation of Revenues

The table below presents disaggregated revenues from contracts with customers by contract-type for the year ended March 31, 2021. The Company believes that the below disaggregation best depicts the nature, amount, timing and uncertainty of revenue and cash flows from economic factors.

Revenue by nature of contract	
Time and materials	$ 19,131
Fixed-price and volume based	530,054
	$ 549,185

i. Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period the change is enacted.

The Company files consolidated income tax returns with its parent company in the U.S. federal jurisdiction and various states, whenever applicable, and records its share of the consolidated federal tax liability on a parent-company-down approach. With exceptions, the Company is no longer subject to U.S. federal, state and local or non-U.S. income tax audits by taxing authorities for tax years prior to 2017. The Company regularly reviews the likelihood of additional tax assessments and adjusts its reserves as additional information or events require. The Company believes that its tax positions comply with applicable tax law and that the Company has adequately provided for applicable tax matters as of March 31, 2021.

j. Uncertain Tax Positions

The Company evaluates all significant tax positions in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740-10. The Company recognizes the financial statement effects of an uncertain income tax position when it is more likely than not, based on the technical merits, that the position will not be sustained upon examination. The Company accrues for other tax contingencies when it is probable that a liability to a taxing authority has been incurred and the amount of the contingency can be reasonably estimated.

As of March 31, 2021, the Company does not believe that it has taken any positions that would require the recording of any additional tax liability, nor does it believe that there are any unrealized tax benefits that would either increase or decrease within the next year.

NOTE 2 – CONCENTRATION OF CUSTOMERS

Major customers are those that account for 10% or more of the Company's total revenue for the year ended March 31, 2021, or have net receivable balances as of March 31, 2021, in excess of 10% of total accounts receivable, net of the allowance for doubtful accounts.

For the year ended March 31, 2021, the two customers represented 71% of total revenue as follows:

Customer	Receivables	Revenue
Customer A	$ -	$ 136,635
Customer B	$ -	$ 254,104

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following as of March 31, 2020:

Computers	$ 65,290
Less: accumulated depreciation	(54,784)
	$ 10,506

Depreciation expense related to property and equipment totaled $2,047 for the year ended March 31, 2021.

NOTE 4 – RELATED PARTY TRANSACTIONS

In November 2013 and July 2018, the Company entered into loan agreements with Wipro, LLC for $2,000,000 and $200,000, respectively. Interest on the loan balances was at a rate equal to the 12-month U.S. Dollar LIBOR rate plus 200 basis points. Interest payments were due as and when principal payments were made. During the year ended March 31, 2021, interest of $8,820 was paid by the Company. Additionally, during the year ended March 31, 2021, $2,683,326 of principal and accrued interest was waived and forgiven by Wipro, LLC. This amount has been recorded as other income in the accompanying statement of operations for the year ended March 31, 2021.

From 2016 to 2019, the Company entered into various loan agreements with Wipro Gallagher Solutions, LLC totaling $4,950,000. Interest on the loans was at a rate equal to the 6-month U.S. Dollar LIBOR rate plus 200 basis points or 12-month U.S. Dollar LIBOR rate plus 200 basis points. Interest payments were due as and when principal payments were made. During the year ended March 31, 2021, interest of $19,759 was paid by the Company. Additionally, during the year ended March 31, 2021, $5,477,150 of principal and accrued interest was waived and forgiven by Wipro Gallagher Solutions, LLC related to these loans. This amount has been recorded as other income in the accompanying statement of operations for the year ended March 31, 2021.

Throughout the year, the Company outsourced certain services to other Wipro companies. In addition, some employee-related benefits and insurance are paid for by Wipro Limited or included in Wipro Limited's policies and charged back to the Company. As of March 31, 2021, the Company had intercompany payables to other Wipro companies of $814,934.

During the year ended March 31, 2021, the Company recognized related party revenue totaling $159,449 from Wipro, LLC, Wipro Australia Pty Ltd., and Wipro Limited.

NOTE 5 – INCOME TAXES

The Company files its federal tax return as a member of a consolidated group and records its share of the consolidated federal tax liability on a parent-company-down approach. The Company's benefit from income taxes for the year ended March 31, 2021 consisted of the following:

Current income tax expense	$2,316,757
Deferred income tax expense	374,979
	$ 2,691,736

Deferred income taxes are provided for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities. Differences are primarily attributable to net operating loss carry forwards, allowance for doubtful accounts, and accrued liabilities.

NOTE 6 – EMPLOYEE BENEFIT PLAN

The Company's employees participate in Wipro Limited's defined contribution profit sharing plan (the "Plan"). Employer contributions to the Plan are made at the sole discretion of the Company. There were no contributions made to the Plan by the Company during the year ended March 31, 2021.

NOTE 7 – CONTINGENCIES

Legal Matters

From time to time, the Company may be involved in various litigation matters in the ordinary course of business. Currently, there is no litigation, pending or threatened, against the Company as of June 8, 2021.

NOTE 8 – COVID-19

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (the "COVID-19 outbreak") and the risks to the international community as the virus spread globally beyond its point of origin. In March 2020, the WHO classified the COVID-19 outbreak as a pandemic, based on the rapid increase in exposure globally.

Based on the Company's assessment, management believes the Company's financial statements will not be materially impacted by COVID-19 during fiscal year 2022. However, the impact of COVID-19 remains uncertain and may be different from what the Company has estimated as of the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

NOTE 9 – SUBSEQUENT EVENTS

Management of the Company has evaluated subsequent events through June 8, 2021, the date the financial statements were available to be issued. No significant subsequent events have been identified by management.

SUPPLEMENTARY INFORMATION

WIPRO PROMAX ANALYTICS SOLUTIONS AMERICAS, LLC
SCHEDULE OF EXPENSES
FOR THE YEAR ENDED MARCH 31, 2021

Cost of revenues:		
Software development	$	147,519
Payroll		151,757
Travel		2,362
	$	301,638
Selling, general and administrative:		
Administrative and office expenses	$	1,021
Bad debts		(31,649)
Professional fees		11,353
Other		1,840
	$	(17,435)