

**UNIPARTS USA LTD. AND SUBSIDIARY**  
Translated Report on the annual accounts 2021/2022

Uniparts USA Ltd. And Subsidiary

Translated Consolidated Balance Sheets as at March 31, 2022 and March 31, 2021

(Amount in INR)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	C	2,02,94,722	1,75,41,736
Accounts receivable, net	D	49,61,55,853	51,68,08,262
Inventories, net	E	2,25,36,49,097	1,55,48,05,005
Prepaid taxes		-	5,25,43,133
Prepaid expenses and other current assets		1,51,30,419	1,29,63,716
<b>Total current assets</b>		<b>2,78,52,30,091</b>	<b>2,15,46,61,852</b>
Property and equipments, net	F	17,18,82,057	14,78,52,316
Capital work in progress		1,23,80,766	1,36,61,275
Software	G	1,06,70,822	2,39,86,982
Goodwill		86,79,50,439	83,61,72,457
<b>Total assets</b>		<b>3,84,81,14,175</b>	<b>3,17,63,34,882</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>			
<b>Current liabilities</b>			
Lines of credit	I	29,09,04,838	17,75,75,356
Account payable		7,47,92,949	8,13,21,953
Due to related parties	Q	43,72,78,364	21,72,27,776
Accrued expenses and other current liabilities		6,48,09,140	6,34,09,931
Current portion of long-term debt	L	2,11,36,103	1,67,26,260
Provision for taxation		2,26,82,721	-
<b>Total current liabilities</b>		<b>91,16,04,115</b>	<b>55,62,61,276</b>
<b>Long term liabilities</b>			
Long term debt, net of current portion	I	4,86,10,385	2,38,44,266
Deferred rent		77,50,327	64,21,107
Deferred taxes	N	16,89,46,529	17,45,68,671
<b>Total long-term liabilities</b>		<b>22,53,07,241</b>	<b>20,48,34,044</b>
<b>Stockholder's equity</b>			
Convertible, callable preferred stock, \$ 10 @ Rs. 437.20 par value, 800,000 shares authorized, issued and outstanding.	R	34,97,60,000	34,97,60,000
Common stock, \$10 @ INR 437.20 par value, 300,000 shares authorized; 2,000 shares issued and outstanding.	R	8,74,400	8,74,400
Additional paid-in capital		19,23,362	13,83,727
Retained earnings		2,10,02,88,720	1,82,72,12,534
Foreign currency translation reserve		25,83,56,337	23,60,08,901
<b>Total stockholder's equity</b>		<b>2,71,12,02,819</b>	<b>2,41,52,39,562</b>
<b>Total liabilities and stockholder's equity</b>		<b>3,84,81,14,175</b>	<b>3,17,63,34,882</b>

(The accompanying notes are an integral part of these consolidated financial statements)

Uniparts USA Ltd. And Subsidiary

Translated Consolidated Statements of income for the years ended March 31, 2022 and March 31, 2021

(Amount in INR)

Particulars	Note	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Revenue, net	L	4,92,35,88,612	3,92,41,62,121
Cost of goods sold		(3,93,41,61,666)	(3,51,11,32,042)
Other revenue	L	83,84,163	42,09,731
<b>Gross profit</b>		<b>99,78,11,109</b>	<b>41,72,39,810</b>
Selling, general and administrative expenses		(36,62,69,775)	(35,13,34,302)
Depreciation and amortization expenses		(4,77,71,207)	(6,01,22,351)
<b>Income from operations</b>		<b>58,37,70,127</b>	<b>57,83,157</b>
<b>Other income/(expense)</b>			
Fire related expenses	J	-	(7,52,50,885)
Insurance claim recoveries	J	-	23,83,55,277
Interest expense	I	(63,75,895)	(1,27,46,627)
Payroll protection program loan forgiveness	S	-	16,08,74,967
Other income	M	1,11,27,174	1,24,27,141.22
<b>Total other income</b>		<b>47,51,279</b>	<b>32,36,59,873</b>
<b>Income before income tax expense</b>		<b>58,85,21,406</b>	<b>32,94,43,030</b>
<b>Income tax expense</b>			
Current income tax expense	N	18,66,07,762	2,02,62,935
Deferred tax (benefit) expense	N	(1,20,27,330)	2,56,42,531
<b>Total income tax expense</b>		<b>17,45,80,432</b>	<b>4,59,05,466</b>
<b>Net income for the year</b>		<b>41,39,40,974</b>	<b>28,35,37,564</b>

(The accompanying notes are an integral part of these consolidated financial statements)

Uniparts USA Ltd. And Subsidiary

Translated Consolidated statements of Stockholder's Equity for the years ended March 31, 2022 and March 31, 2021

Amount in INR

Particulars	Convertible, callable preferred stock		Common stock		Additional paid-in capital	Retained earnings	Foreign currency translation reserve	Total stockholder's equity
	Shares	Value	Shares	Value				
<b>Balance as at March 31, 2020</b>	<b>8,00,000</b>	<b>34,97,60,000</b>	<b>2,000</b>	<b>8,74,400</b>	<b>6,77,683</b>	<b>1,54,69,35,803</b>	<b>25,35,92,400</b>	<b>2,15,18,40,286</b>
Net income for the year	-	-	-	-	-	28,35,37,564	-	28,35,37,564
Employee stock options	-	-	-	-	7,06,044	-	-	7,06,044
Exchange difference	-	-	-	-	-	(32,60,833)	(1,75,83,499)	(2,08,44,332)
<b>Balance as at March 31, 2021</b>	<b>8,00,000</b>	<b>34,97,60,000</b>	<b>2,000</b>	<b>8,74,400</b>	<b>13,83,727</b>	<b>1,82,72,12,534</b>	<b>23,60,08,901</b>	<b>2,41,52,39,562</b>
Net income for the year	-	-	-	-	-	41,39,40,974	-	41,39,40,974
Employee stock options	-	-	-	-	5,39,635	-	-	5,39,635
Exchange difference	-	-	-	-	-	(7,94,97,199)	2,23,47,436	(5,71,49,763)
<b>Balance as at March 31, 2022</b>	<b>8,00,000</b>	<b>34,97,60,000</b>	<b>2,000</b>	<b>8,74,400</b>	<b>19,23,362</b>	<b>2,10,02,88,720</b>	<b>25,83,56,337</b>	<b>2,77,25,70,408</b>

(The accompanying notes are an integral part of these consolidated financial statements)

Uniparts USA Ltd. And Subsidiary

Translated Consolidated Statement of Cash Flows for the years ended March 31, 2022 and March 31, 2021

(Amount in INR)

Particulars	For the year Ended March 31, 2022	For the year Ended March 31, 2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income for the year	41,39,40,974	28,35,37,564
<b>Adjustments to reconcile net income to net cash provided by operating activities</b>		
Depreciation and amortization	4,77,73,561	6,01,22,351
Provision for employee stock options	5,29,543	7,16,468
Provision for inventory and inventory written off (Note E)	13,25,44,349	13,56,01,211
Provision for doubtful debts	-	(37,16,622)
Deferred income tax expense	(1,20,27,330)	2,56,42,531
Insurance claim recovery for property and equipment	-	(16,84,71,369)
Loss on assets written off/(gain) on sale of property	-	73,06,236
<b>Changes in operating assets and liabilities, net</b>		
Accounts receivable	4,13,37,626	5,03,32,023
Inventories	(76,03,35,060)	18,42,88,371
Prepaid expenses and other current assets	(1,94,41,969)	(5,08,53,414)
Other receivables	-	5,94,02,261
Accounts payable	(1,20,47,522)	(4,35,39,829)
Accrued expenses	35,90,786	(7,99,48,457)
Insurance claim recoveries in advance	-	(4,85,13,610)
Due from related parties	-	-
Due to related parties	20,08,32,764	(23,02,22,267)
Provision for taxation, net of advance taxes	8,89,95,266	(20,46,298)
Deferred rent and deferred gain on sale and leaseback	10,64,897	10,60,895
<b>Net cash provided by operating activities</b>	<b>12,67,57,885</b>	<b>18,06,98,045</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property and equipment	(4,92,18,847)	(2,19,63,469)
Insurance claim recovery for property and equipment (including advance)	-	16,84,71,369
<b>Net cash (used in) provided by investing activities</b>	<b>(4,92,18,847)</b>	<b>14,65,07,900</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds (repayment) of bank borrowings on lines of credit, net	10,45,87,675	(40,25,78,462)
Proceeds from loan	4,42,66,093	-
Repayment of loans (short-term and long-term)	(1,71,48,775)	(2,48,95,257)
Dividend paid	(14,90,20,000)	-
<b>Net cash (used in) financing activities</b>	<b>(1,73,15,007)</b>	<b>(42,74,73,719)</b>
<b>Net changes in cash and cash equivalents</b>	<b>6,02,24,031</b>	<b>(10,02,67,774)</b>
Cash and cash equivalents at beginning of the year	1,75,41,736	7,17,29,783
Foreign currency translation reserve	(5,74,71,045)	4,60,79,727
<b>Cash and cash equivalents at the end of year</b>	<b>2,02,94,722</b>	<b>1,75,41,736</b>
<b>SUPPLEMENTARY OF CASH FLOW INFORMATION</b>		
Cash paid for interest	64,69,107	1,39,59,768
Cash paid for income taxes	11,97,00,315	8,05,75,923

(The accompanying notes are an integral part of these consolidated financial statements)

**Uniparts USA Ltd. And Subsidiary**  
**Translated Notes to the Consolidated Financial Statements**  
**March 31, 2022 and March 31, 2021**

**NOTE A – ORGANIZATION AND NATURE OF OPERATIONS**

The operations of Uniparts USA Ltd. and its Subsidiary, Uniparts Olsen Inc. (collectively the "Company") consist of the machining of metal parts and components as well as the purchasing of machine parts from related party and third-party vendors for resale. The Company sells its products primarily to agricultural and construction equipment manufacturers in the United States on credit terms the Company establishes with each customer.

Uniparts USA Ltd. is a wholly owned subsidiary of Uniparts India Limited (the "Ultimate Parent").

**NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

**(a) Basis of Preparation**

- i. The accompanying consolidated financial statements are prepared under the historical cost convention on the accrual basis of accounting in accordance with the accounting and reporting requirements of generally accepted accounting principles in the United States ('US GAAP') to reflect the consolidated financial position, consolidated results of operations and consolidated cash flows of the Company and its subsidiary.
- ii. The consolidated financial statements are for the years April 01, 2021, to March 31, 2022 and April 01, 2020 to March 31, 2021.
- iii. Certain reclassifications have been made in the consolidated financial statements of prior periods to conform to the classifications used in the current year. These changes had no impact on previously reported net income or retained earnings.

**(b) Principles of Consolidation**

The consolidated financial statements include the accounts of Uniparts USA Ltd. (the "Parent") and its wholly owned subsidiary, Uniparts Olsen Inc. (the "Subsidiary"). All significant intercompany accounts and transactions have been eliminated.

**(c) Use of Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates are used in determining, among other items, accounts receivable allowances, inventory valuation (which includes allowance for obsolescence and standard labor and overhead rates capitalized in inventory), goodwill impairment, medical insurance accruals, useful lives of tangible and intangible assets, provisions for warranty costs and deferred income taxes. Actual results could differ from those estimates.

**(d) Cash and Cash Equivalents**

The Company considers all highly liquid investments purchased with maturities of three months or less at the time of acquisition to be cash equivalents for consolidated financial statement purposes. Cash and cash equivalents comprise of cash in hand, check in transit and balance with banks.

**(e) Accounts Receivable**

Accounts receivable are non-interest-bearing, customer obligations due under normal trade terms, usually within 30 days of services provided. Customer account balances with invoices dated over 90 days are considered delinquent. The Company applies collections of accounts receivable to specific invoices in accordance with customer specifications, or if unspecified, to the oldest outstanding invoices.

The Company carries its accounts receivable at cost less an allowance for doubtful accounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts based on a history of past write-offs and collections, and current credit conditions. The Company will turn an account over for collection or write balances off as uncollectible based on the facts and circumstances of each situation. As of March 31, 2022, and March 31, 2021, the allowance for doubtful accounts amounted to Rs. 3,03,720/- and Rs. 40,23,250/-, respectively.

**Uniparts USA Ltd. And Subsidiary**  
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**(f) Inventories**

Inventories, which consist primarily of construction, agricultural and forestry equipment parts and supplies are stated at the lower of cost or net realizable value and are net of an estimated allowance for obsolescence. Cost is determined using the average cost method and items are relieved from inventory on a first-in first-out basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**(g) Property and Equipment**

Property and equipment are carried at cost less accumulated depreciation. Leasehold improvements are amortized over the shorter of the term of the lease or the life of the assets. Depreciation is provided using the straight-line method over the estimated useful lives of the respective assets as follows:

<b>Class of asset</b>	<b>Estimated useful life (years)</b>
Shop equipment	3-10
Office equipment	3-7
Computer equipment	3-5
Furniture and Fixtures	7
Vehicle	5
Building	5-10
Software	3-5

Expenditures for maintenance and repairs are charged to expense as incurred.

**(h) Capitalized Software Costs**

The Company has developed an integrated software system and associated costs have been capitalized in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 350 "Intangibles - Goodwill and Other." Upon implementation of the system, the costs are amortized over a period of three years.

**(i) Goodwill**

The Company evaluates goodwill when internal and external factors exist which indicate that the book value of goodwill could be impaired. Based on an impairment analysis, the management has assessed that goodwill is not impaired as of March 31, 2022, and March 31, 2021.

**(j) Valuation of long-lived assets**

The Company reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Management has determined that no impairment assessment was required for the periods presented in the financial statements.

**(k) Fair Value of Financial Statements**

The carrying value of financial instruments including cash, accounts receivable and accounts payable approximates fair value due to the short maturity of these instruments. The carrying amounts of long-term debt approximate fair value as the interest rates used approximate current interest rates available.

**(l) Warranties**

Provisions for warranty costs are recognized at the date of sale of the relevant products, at management's best estimate of the expenditure required to settle the Company's obligation, net of warranties provided by suppliers.

**(m) Revenue recognition**

The Company has adopted FASB issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606). Revenue is recognized upon transfer of control of products or services promised to customers in an amount that reflects the consideration the Company expects to receive in exchange for these products or services. Please refer to Note L "Revenue from Contracts with Customers" for further information on the Company's revenue.

The core principle of ASC 606 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Revenue is recognized when obligations under the terms of a contract with a customer are satisfied; generally, this occurs with the transfer of control of the Company's products or services. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in the contract. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied.

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Revenues related to sale of products is recognized at a point in time when control of the asset is transferred to the customer based on an overall assessment of the existence of a right to payment, the allocation of ownership rights, the transfer of physical possession, the transfer of control, and acceptance by the customer. In case of product sales undertaken by the Company, sales are recognized when control of the products has transferred, being when the products are either picked up by customer or shipped from the warehouse, as agreed in the contract, the entity has right to payment and has transferred legal title to a customer.

Revenue from these sales is recognized based on the price specified in the contract, net of the estimated trade discounts, rebates and allowances.

**(n) Shipping and Handling Cost**

The Company classifies freight billed to customers as sales revenue, which is generally included in the list price to the customer. Freight costs are considered as fulfilment cost and recorded as a cost of product revenue. The Company does not consider shipping to be a separate performance obligation.

**(o) Income Taxes**

The Company utilizes the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income taxes are recognized for the tax consequences of temporary differences by applying enacted statutory tax rates applicable to future years to differences between the consolidated financial statement carrying amounts and the tax basis of existing assets and liabilities. Deferred income taxes result primarily from temporary differences related to accounts receivable, inventory, net property and equipment, net goodwill, accrued expenses and deferred rent for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred tax expense or benefit is recognized as a result of the change in the deferred tax assets or liabilities during the year.

The Company files consolidated tax returns in the U.S. federal jurisdiction as well as various states. Furthermore, the Company has no income tax related penalties or interest for the periods reported in these consolidated financial statements.

The Company has not recognized any uncertain tax positions in the consolidated financial statements as at March 31, 2022 and March 31, 2021.

**(p) Operating Leases**

Lease rent expenses on operating leases are charged to expense over the lease term. Rent expense for such leases is recognized on a straight-line basis over the lease term.

**(q) Stock Based Compensation to Employees**

The Company accounts for stock-based compensation expense relating to equity stock options that will be settled in shares of Uniparts India Limited, ultimate parent company. The Company computes the fair value of options granted using Black Scholes option pricing model. An amount equal to such compensation expense for the year is credited to additional paid-in capital of the Company.

The Company has used guidance in ASC 718; "Compensation-Stock Compensation" to account for employee share-based payments. ASC 718 requires share-based payments to employees, including grants of employee stock options and purchases under employee stock purchase plans, to be recognized in statements of income based on their fair values.

In accordance with ASC 718, the Company recognized stock-based compensation for awards granted by the ultimate parent company, that are expected to vest on a straight-line basis over the requisite service period of the awards. In respect of awards that have a graded vesting schedule and with only service conditions, compensation cost is recognized on straight line basis over the requisite service period for each separately vesting portion of the award as if the award was-in-substance, multiple awards. In determining whether an award is expected to vest, the Company uses an estimated forfeiture rate based on historical rates. The estimated forfeiture rate is updated for actual forfeitures annually.



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**(r) Retirement Benefits to Employees**

Contributions to defined contribution plans are charged to statements of income in the period in which they accrue.

**(s) Commitments and Contingencies**

Liabilities for loss contingencies arising from claims, assessments, litigations, fines, penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

**(t) Insurance Recoveries**

A potential insurance recovery is evaluated and accounted for separately from the related loss and does not affect the recorded amount of the loss. An asset relating to an insurance recovery is recognized only when realization of the claim is deemed probable, and only to the extent of the related loss recognized in the financial statements. Any amount expected to be recovered in excess of the recognized loss, which will result in a gain, is not recognized until any contingencies relating to the insurance claim have been resolved. A contingent gain is not recognized until realized. The recovery of a loss is generally considered probable if there is a legally enforceable contract that stipulates the terms of the insurance coverage and the terms are not in dispute.

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**NOTE C - CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprise of the following:

(Amount in INR)

Particulars	As at March 31, 2022	As at March 31, 2021
Cash in hand	25,437	8,924
Balances with banks in checking accounts	2,02,69,286	1,75,32,811
<b>Total</b>	<b>2,02,94,722</b>	<b>1,75,41,736</b>

Cash balances with the bank are insured by the Federal Deposit Insurance Corporation up to an aggregate of Rs. 1,89,82,500/-

**NOTE D- ACCOUNTS RECEIVABLE**

The Company's accounts receivable primarily relate to sale of goods to outside customers. Accounts receivable comprise the following:

(Amount in INR)

Particulars	As at March 31, 2022	As at March 31, 2021
Receivable from customers	49,64,59,573	51,71,00,862
Less: Allowance for doubtful accounts	(3,03,720)	(2,92,600)
<b>Accounts receivable, net</b>	<b>49,61,55,853</b>	<b>51,68,08,262</b>

All the account receivable of the Company are collateralized as security against the line of credit (Refer Note I).

**NOTE E - INVENTORIES**

The composition of inventories as of March 31, 2022 is as follows:

(Amount in INR)

Particulars	Total	Obsolescence Allowance	Net Amount
Raw materials	16,31,88,528	(4,20,95,212)	12,10,93,316
Work-in-progress	7,47,40,101	(2,04,99,733)	5,42,40,368
Finished goods	2,04,50,48,051	(10,49,80,135)	1,94,00,67,916
Supplies	13,82,47,497	-	13,82,47,497
<b>Total</b>	<b>2,42,12,24,177</b>	<b>(16,75,75,080)</b>	<b>2,25,36,49,097</b>

During the year ended March 31, 2022, the Company has written off inventory worth of Rs. 4,98,79,404/- (March 31, 2021: Rs. 10,53,97,446/-) on account of obsolete and slow-moving inventory for discontinued parts. The inventory written off has been included under cost of goods sold in the consolidated statements of income.

The composition of inventories as of March 31, 2021 is as follows:

(Amount in INR)

Particulars	Total	Obsolescence Allowance	Net Amount
Raw materials	12,12,40,419	(2,48,71,000)	9,63,69,419
Work-in-process	9,79,53,921	(73,15,000)	9,06,38,921
Finished goods	1,28,15,94,291	(4,71,81,750)	1,23,44,12,541
Supplies	13,33,84,124	-	13,33,84,124
<b>Total</b>	<b>1,63,41,72,755</b>	<b>(7,93,67,750)</b>	<b>1,55,48,05,005</b>

All the inventories of the Company are collateralized as security against the line of credit (Refer Note I).

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**NOTE F - PROPERTY AND EQUIPMENT, NET**

Property and equipment comprise of the following:

(Amount in INR)

Particulars	As at March 31, 2022	As at March 31, 2021
Leasehold improvements	1,76,60,331	1,59,52,771
Shop equipment	82,84,86,049	75,08,67,706
Office equipment	2,02,59,870	6,60,21,825
Computer equipment	7,01,76,252	1,93,97,405
Software	5,96,810	5,74,959
Furniture & Fixtures	25,46,540	24,53,305
Vehicles	2,61,68,212	2,52,10,124
<b>Property and Equipment, Gross</b>	<b>96,58,94,064</b>	<b>88,04,78,095</b>
Accumulated Depreciation	(79,40,12,007)	(73,26,25,779)
<b>Property and Equipment, Net</b>	<b>17,18,82,057</b>	<b>14,78,52,316</b>

Total depreciation expense for the year ended March 31, 2022, and year ended March 31, 2021, was Rs. 3,35,43,444/- and Rs. 4,64,15,503/-, respectively.

All the property and equipment of the Company are collateralized as security against the line of credit (Refer Note I).

**NOTE G – SOFTWARE**

Information regarding the Company's other intangible assets acquired either individually, or with a group of other assets is as follows:

Particulars	Useful Life	As at March 31, 2022		(Amount in INR)
		Gross Carrying Amount	Accumulated Amortization	Net Carrying amount
<b>Definite Life Intangibles</b>				
Software	3	4,26,83,290	(3,20,12,468)	1,06,70,822
<b>Total</b>		<b>4,26,83,290</b>	<b>(3,20,12,468)</b>	<b>1,06,70,822</b>

Particulars	Useful Life	As at March 31, 2021		(Amount in INR)
		Gross Carrying Amount	Accumulated Amortization	Net Carrying amount
<b>Definite Life Intangibles</b>				
Software	3	4,11,20,541	(1,71,33,559)	2,39,86,982
<b>Total</b>		<b>4,11,20,541</b>	<b>(1,71,33,559)</b>	<b>2,39,86,982</b>

The Company's estimated annual amortization expense in future years for the intangible assets is as follows:

<b>Year ending March 31,</b>	<b>Total</b>
2023	1,06,70,823
<b>Total</b>	<b>1,06,70,823</b>

Amortization expense is Rs. 1,42,27,763/- and Rs. 1,37,06,847/- for the year ended March 31, 2022, and year ended March 31, 2021, respectively.

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**NOTE H - RISK CONCENTRATIONS**

**Credit Risk**

The Company's financial instruments that are exposed to concentration of credit risk consist primarily of trade accounts receivable.

For the year ended March 31, 2022, and year ended March 31, 2021, the Company's two largest customers accounted for approximately 44% and 53% of revenues, respectively. Two customers accounted for approximately 42% and 59% of net accounts receivable as of March 31, 2022, and March 31, 2021, respectively. Generally, the Company does not obtain security from its customers in support of accounts receivable. Potential losses from concentrations of credit risk with respect to trade accounts receivable are considered to be limited due to the Company's ongoing credit evaluation of its customers.

**Foreign Risk**

The Company purchases a significant amount of materials from affiliates located in India. This source of materials may be subject to unpredictable changes and delays due to legal, political, and climate conditions. See Note S – "Related Party Transactions" for further information.

**Economic and Political Risk**

The United States government has called for substantial changes to its trade policy and, in certain instances, has enacted and assessed tariffs on specific products imported from certain foreign countries: conversely, certain foreign countries have enacted tariffs on specific products exported by U.S. based companies.

The results of discussions and negotiations among these affected countries is subject to a number of factors and the magnitude of the impact on the Company cannot be predicted with any degree of certainty. Changes in international trade agreements, regulations, restrictions, and tariffs may increase the Company's operating costs and make it more difficult to compete in the U.S. markets: as a result, its business, demand for products, financial condition and results of operations could be adversely impacted. The Company is actively monitoring the status of these discussions and market reactions.

In view of the unprecedented COVID-19 pandemic and economic forecasts, the management has assessed the recoverability of its assets including receivables & inventories. In such assessment, the Company has considered internal and external information up to the date of approval of these consolidated financial statements including economic forecasts. The Company has performed analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these consolidated financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

**NOTE I – DEBT**

**Line of Credit**

In March 2022, the Subsidiary extended its revolving line of credit to extend the term of the line of credit till March 2023 and revised the amount to Rs. 34,16,85,000. The line of credit has a variable interest rate calculated as a "floating rate" which is a "base rate" determined by adjusted SOFR plus 150 basis points, on the utilization of the credit line. The average interest rate for the year ended March 31, 2022 and March 31 2021 was approximately 2.08% and 2.40%, respectively. The credit line is collateralized by substantially all assets of the Subsidiary and cross-collateralized with a term loan. This line of credit is secured by a corporate guarantee by the Parent.

The Subsidiary has drawn down Rs. 15,42,30,838/- and Rs. 2,39,60,356/- on the line of credit as of March 31, 2022 and March 31, 2021, respectively. The unutilized portion of the line of credit was Rs. 18,74,54,162/- and Rs. 23,20,64,644/- as of March 31, 2022 and March 31, 2021 respectively. Interest expense relating to this credit line was Rs. 20,78,456/- and Rs. 43,64,227/- for the year ended March 31, 2022 and March 31, 2021, respectively.

In March 2022, the Parent extended the term of its revolving line of credit of Rs. 34,16,85,000/-. This line of credit has a variable interest rate calculated as a "floating rate" which is a "base rate" determined by by adjusted SOFR plus 150 basis points, on the utilization of the credit line. The average interest rate for the year ended March 31, 2022 and year ended March 31 2021 was approximately 2.08% and 3.21%, respectively. This line of credit is collateralized by substantially all assets of the Parent, cross-collateralized with a term loan. The Subsidiary has guaranteed the financial performance of the Parent's liabilities as this institution.

The Parent has drawn balances of Rs. 13,66,74,000/- and Rs. 15,36,15,000/-, on its line of credit, as of March 31, 2022 and March 31, 2021, respectively. The unutilized portion of the line of credit was Rs. 20,50,11,000/- and Rs. 10,24,10,000/- as of March 31, 2022 and March 31, 2021 respectively. Interest expense relating to this line was Rs. 34,60,468/- and Rs. 69,37,981/- for the year ended March 31, 2022 and March 31, 2021, respectively.

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**Notes Payable**

The Subsidiary had capital expenditure non-revolving note facility with a bank ("Notes payable under capex line of credit"). The interest rate that is due monthly is 2.0% plus an adjusted LIBOR. The notes are collateralized by substantially all assets of the Subsidiary and secured by a corporate guarantee by the Parent. The notes payable under capex line of credit were converted to term loans under the term note agreement with varying monthly instalments and maturity dates included in the following table.

On March 29, 2021, the Subsidiary executed interim promissory note with the bank with a credit limit of Rs. 7,31,50,000/- with an original principal repayment date of March 31, 2022. As per the agreement, if the principal balance under this promissory note is not fully repaid, it shall be converted to a term loan and shall be governed by a separate term note agreement. If the principal balance is fully repaid by the original on or before the repayment date, the Subsidiary shall be required to pay prepayment fee of 5% on the principal balance repaid as described the agreement.

On March 31, 2022, the interim promissory note was converted into a term loan for a value of Rs. 4,51,09,709/- to be repaid in equal instalments over a period of 60 months. The term note has a "floating rate" which is a "base rate" determined by adjusted SOFR plus 150 basis points. The term loan is collateralized by fixed assets of the Company.

**(Amount in INR)**

<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
<b>Uniparts USA Ltd.</b>		
Note payable to bank, interest at 5.29%, with fixed monthly payments of Rs. 59,681/-, including interest, through June of 2021, collateralized by equipment.	-	1,42,863
Note payable to bank, interest at 3.99%, with fixed monthly payments of Rs. 10,478/-, including interest, through April of 2024, collateralized by equipment.	2,51,328	3,51,413
<b>Uniparts Olsen Inc.</b>		
Note payable of Rs. 2,84,85,595/- due in monthly instalments of Rs. 4,75,018/- bearing interest at 4.85% through April 2022	4,75,018	59,49,143
Note payable of Rs. 5,75,67,317/- due in monthly instalments of Rs. 9,59,451/- bearing interest at 4.49% through April 2024	2,39,10,433	3,41,27,108
Note payable of Rs. 4,51,09,709/- due in monthly instalments of Rs. 7,51,859/- bearing interest at SOFR+150 basis points, through March 2027	4,51,09,709	-
Less: current portion	(2,11,36,103)	(1,67,26,261)
<b>Long-term debt, net of current portion</b>	<b>4,86,10,385</b>	<b>2,38,44,266</b>

In connection with the line of credit, the Company is subject to certain restrictive and financial covenants, including limitations on additional borrowing, minimum fixed charge coverage ratio requirements, and maximum funded debt to EBITDA ratio requirements. Additionally, the Company may not redeem any of its equity interests or return any contribution to an owner other than stock dividends.

Future annual maturities of the long-term debt:

<b>Year ending March 31:</b>	<b>(Amount in INR)</b>
2023	2,11,36,103
2024	2,06,60,933
2025	99,05,600
2026	90,21,927
2027	90,21,927
	<b>6,97,46,490</b>

**NOTE J – FIRE RELATED EXPENSES AND INSURANCE CLAIM RECOVERIES**

During October 2019, the Company had an incident of fire at its plant and suffered property damages. The Company has settled the fire insurance claim, including the equipment claim, with the insurance company under the settlement and release agreement dated 3rd October 2020. The Company has recognized the claim to the extent it has been approved and received from the insurance company and related expenses have been incurred.

The Company incurred expenses related to fire amounting to Rs. Nil and Rs. 7,52,50,885/- for the years ended March 31, 2022, and March 31, 2021, respectively and has recognized insurance claim recoveries amounting to Rs. Nil and Rs. 23,83,55,277/- during the years ended March 31, 2022, and March 31, 2021, respectively.

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**NOTE K – COMMITMENTS AND CONTINGENCIES**

**Lease Obligations**

The Company has various operating leases and three building leases as of March 31, 2022. Total lease expense was approximately Rs. 6,31,90,739/- and Rs. 6,40,01,329/- for the year ended March 31, 2022, and ended March 31, 2021, respectively. Under the terms of the building lease, the Company is responsible for all repairs, maintenance, insurance, real estate taxes and utilities on its respective lease.

Future minimum lease payments as at March 31, 2022 for such non-cancelable leases are as follows:

(Amount in INR)				
Year ending March 31:	Building	Vehicle	Fork Truck	Total
2023	5,29,15,465	41,38,641	66,58,074	6,37,12,180
2024	3,31,27,652	41,38,641	66,58,074	4,39,24,367
2025	2,90,93,415	13,79,572	49,93,536	3,54,66,523
Thereafter	14,53,10,962	-	-	14,53,10,962
	<b>26,04,47,494</b>	<b>96,56,854</b>	<b>1,83,09,684</b>	<b>28,84,14,032</b>

The Parent utilizes a warehouse to manage and store its finished goods. The warehouse agreement was signed on May 31, 2018 and expires on June 30, 2023. The Parent pays rentals of Rs. 15,39,526/- per month (including fence fees of Rs. 45,499/- per month) (March 31, 2021: Rs. 15,33,740/-) for the full five-year term.

**NOTE L - REVENUE FROM CONTRACTS WITH CUSTOMERS**

The following table presents revenue disaggregated by product line:

(Amount in INR)		
Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Revenue from sale of goods	4,92,35,88,612	3,92,41,62,121
Consignment sales	83,84,163	42,09,732
<b>Total</b>	<b>4,93,19,72,775</b>	<b>3,92,83,71,853</b>

The following table presents revenue disaggregated by timing of recognition:

(Amount in INR)		
Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
At a point in time	4,92,35,88,612	3,92,41,62,121
<b>Total</b>	<b>4,92,35,88,612</b>	<b>3,92,41,62,121</b>

**Consignment sales**

The Subsidiary has consignment transaction with single consignor for sale of specified goods to the customer in accordance with instructions provided by the consignor. The revenue from such transactions is recognized on a net basis, as other revenue in the consolidated statements of income. For the years ended March 31, 2022, and March 31, 2021, value of sales and purchase on consignment basis is as follows:

(Amount in INR)		
Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Sale of Goods	4,21,85,699	2,29,96,231
Purchase of Goods	(3,38,01,536)	(1,87,86,500)
<b>Other Revenue</b>	<b>83,84,163</b>	<b>42,09,731</b>

**Contract balances**

The Company's contracts with customers typically consist of sale of products which represent performance obligations that are satisfied upon transfer of control of the product to the customer at a point in time.

(Amount in INR)		
Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Accounts receivable	49,61,55,853	51,68,08,334
<b>Total</b>	<b>49,61,55,853</b>	<b>51,68,08,334</b>

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**NOTE M – OTHER INCOME**

Other income comprises of the following:

Particulars	(Amount in INR)	
	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Other Insurance Claims	-	79,68,219
Provision for Doubtful Debts written back	-	37,16,622
Economic Injury Disaster Loan Income (EIDL)	-	7,42,300
Employee retention credit (Refer Note S)	1,11,27,174	-
<b>Total</b>	<b>1,11,27,174</b>	<b>1,24,27,141</b>

**NOTE N - INCOME TAXES**

For the years ended March 31, 2022, and March 31, 2021, the Company files federal and state tax returns as per regulations applicable to Chapter C corporations in the United States of America.

The provision for income tax expense is as follows:

Particulars	(Amount in INR)	
	For the Year ended March 31, 2022	For the Year ended March 31, 2021
<b>Federal</b>		
Current	12,58,19,673	1,18,52,601
Deferred	(2,06,93,214)	2,35,39,446
<b>State</b>		
Current	6,07,88,089	84,10,333
Deferred	86,65,886	21,03,084
<b>Total</b>	<b>17,45,80,434</b>	<b>4,59,05,464</b>

The following is the summary of items giving rise to deferred tax assets and deferred tax liabilities

Particulars	(Amount in INR)	
	As at March 31, 2022	As at March 31, 2021
<b>Deferred tax assets:</b>		
Accrued expenses	1,10,25,492	87,79,536
Allowance for doubtful accounts	82,156	72,784
Deferred rent	20,95,364	15,95,109
Inventory	5,74,54,485	2,78,54,935
<b>Total</b>	<b>7,06,57,497</b>	<b>3,83,02,364</b>
Less: Valuation allowance	-	-
<b>Deferred tax assets, net</b>	<b>7,06,57,497</b>	<b>3,83,02,364</b>
<b>Deferred tax liability</b>		
Property and equipment	(4,86,45,390)	(4,44,18,070)
Goodwill	(14,18,43,922)	(12,55,62,414)
Casualty gain deferral	(16,21,181)	(4,07,28,091)
Prepaid expenses	(4,74,93,533)	(21,62,460)
<b>Deferred tax liability</b>	<b>(23,96,04,026)</b>	<b>(21,28,71,035)</b>
<b>Deferred liability, net</b>	<b>(16,89,46,529)</b>	<b>(17,45,68,671)</b>

In assessing the realization of deferred tax assets, the likelihood of whether it is more likely than not that some portion or all of the deferred tax assets will not be realized must be considered. The ultimate realization of deferred tax assets is dependent on the generation of future taxable income during the years in which temporary difference become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment.

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**Accounting for uncertain tax position**

The Company recognizes the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. The adoption of this standard had no material effect on the Company's consolidated financial position, consolidated results of operation or cash flows

The tax years of 2018 through 2020 remain subject to examination by the taxing authorities.

**NOTE O - EMPLOYEE BENEFITS**

**Defined contribution plan**

The Company has a defined contribution plan ("the Plan") under Section 401(k) of the Internal Revenue Code which covers substantially all regular full-time employees who have attained the defined age and service requirements.

The Plan provides for employee and discretionary employer matching contributions. Employer contributions to the Plan approximated Rs. 60,22,345/- and Rs. 25,30,575/- for the years ended March 31, 2022, and March 31, 2021, respectively.

**Health and Dental plan**

The Subsidiary has elected to be self-insured for its group health and dental plan which covers all employees and their immediate families up to a maximum annual claim of Rs. 60,74,400/- per individual with an aggregate annual ceiling of approximately Rs. 91,11,16,000/-. Insurance coverage has been obtained for claims in excess of these levels. With effect from June 01, 2020, the Subsidiary discontinued its self-insured plan and outsourced its medical and dental plan to an outside third-party vendor.

The amount of expenses relating to the Plan approximated Rs. 2,19,51,019/- and Rs. 3,44,24,459/- for the years ended March 31, 2022, and March 31, 2021, respectively.

Similarly, expenses incurred by the Parent relating to the group health and dental plan approximated Rs. 1,18,58,639/- and Rs. 1,19,74,264/- for the years ended March 31, 2022, and March 31, 2021, respectively.

**NOTE P – STOCK COMPENSATION EXPENSE**

Uniparts India Limited ("UIL"), the ultimate parent company issued stock option incentive plans, under which the employees of the Company may subscribe to stock options. Under the plan, stock options to purchase UIL's common stock may be granted to employees at prices not lower than fair value at the date of grant. Stock options have a maximum term of 15 years.

Activity under the plan to the extent related to employees of the Subsidiary:

**(Amount in INR)**

Balance as on	Number of stock options	Weighted-average exercise price (INR)	Weighted average remaining contractual life (Years)	Aggregate intrinsic value
<b>March 31, 2020</b>	45,000	52.50	14.04	14,47,499
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
<b>March 31, 2021</b>	<b>45,000</b>	<b>52.50</b>	<b>13.04</b>	<b>14,55,426</b>
Granted	2,500	52.50	15.00	15,70,312
Exercised	-	-	-	-
Forfeited	-	-	-	-
<b>March 31, 2022</b>	<b>47,500</b>	<b>52.50</b>	<b>12.04</b>	<b>15,82,609</b>
<b>Options vested and exercisable</b>	<b>21,450</b>	-	-	-

The weighted average exercise price of options is Indian Rupee 52.50 which is equivalent to \$0.74. The Company has recognized Rs. 5,39,635/- and Rs. 7,06,044/- as stock-based compensation expense for the years ended March 31, 2022, and March 31, 2021, respectively.

Additionally, an employee of the Parent had been issued 21,826 stock options of UIL during the previous years which were fully vested by March 31, 2022, and remains unexercised as at March 31, 2021.

The following table summarizes information about the pre-tax intrinsic value of options exercised, and the weighted average grant date fair value per share of options granted.



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(Amount in INR)

Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Intrinsic value of options exercised	-	-
Weighted average fair value of stock options granted	4,95,715	-

The grant date fair value of options has been estimated using the Black-Scholes single option pricing model with following assumptions:

Risk free interest	4.9% - 5.6%
Expected dividend yield	3.00%
Expected life of option in years	3.00 – 5.00
Weighted average expected volatility	46.6% - 50.3%

**NOTE Q - RELATED PARTY TRANSACTIONS**

The Company purchases materials from entities located in India that share common ownership with the Company. Purchases from these related companies approximated Rs. 3,26,03,34,070/- and Rs. 1,90,53,35,640/- for the years ended March 31, 2022, and March 31, 2021, respectively. Additionally, there is approximately Rs. 43,72,78,364/- and Rs. 21,72,27,776/- due to these related companies as of March 31, 2022, and March 31, 2021, respectively. These amounts will be paid under normal trade terms with these affiliated companies. The Company provides minimal services to the aforementioned related companies. As of March 31, 2022, and March 31, 2021, and for the years then ended, sales to these related parties and the related accounts receivable are immaterial to the consolidated financial statements.

**NOTE R – STOCKHOLDER'S EQUITY**

**Convertible, callable preferred stock**

All 800,000 shares of preferred stock are convertible, at the option of the holder, into shares of common stock. Each share of preferred stock may be converted into Rs. 759.30 worth of common stock. The number of common shares received will be based on the fair market value of common stock on the date of the conversion. The Company, at its discretion, may call preferred stock at the rate of \$10 per share. There are 800,000 shares of preferred stock, Rs. 759.30 par value, authorized, issued and outstanding as of March 31, 2022, and March 31, 2021.

Dividend rights for holders of convertible preferred stock are identical to the dividend rights of common stockholders.

**Common stock**

There are 300,000 shares of common stock, Rs. 759.30 par value, authorized, and 2,000 shares issued and outstanding as of March 31, 2022, and March 31, 2021. Shares of common and preferred stock have identical ownership interests in the Company.

**Dividend**

During the years ended March 31, 2022, and March 31, 2021, the Company paid dividend of Rs. 14,90,20,000/- and Rs. Nil, respectively to its shareholders.

**NOTE S - PAYCHECK PROTECTION PROGRAM (“PPP”) AND EMPLOYEE RETENTION CREDIT (“ERC”)**

**Paycheck Protection Program (“PPP”)**

In response to the COVID-19 pandemic, the PPP was established under the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) and administered by the U.S. Small Business Administration (“SBA”). Companies who met the eligibility requirements set forth by the PPP could qualify for PPP loans provided by local lenders, which supports payroll, rent and utility expenses (“qualified expenses”). If the loan proceeds are fully utilized to pay qualified expenses over the covered year, as further defined by the PPP, the full principal amount of the PPP loan may qualify for loan forgiveness, subject to potential reduction based on the level of full-time employees maintained by the organization during the covered year as compared to a baseline year.

During the year ended March 31, 2021, the Company had received a loan from Chase Bank in the amount of Rs. 15,85,34,338/- under the PPP, out of which Rs. 14,55,10,638/- was reimbursed to the Subsidiary. The Parent has received forgiveness for the PPP loan during the current year based on the “Qualifying expenses” incurred during the utilization period, as per SBA guidelines. Following the guidance under IAS 20 (Accounting for Government Grants and disclosure of Government Assistance), the proceeds were recognized as “Other income” for qualifying expenses amount to Rs. Nil for the year ended March 31, 2022, and Rs. 16,08,74,968 for the year ended March 31, 2021. The related costs to which the loan relates (Qualifying expenses) are accounted for in the respective expense heads in cost of goods sold and selling, general and administrative expenses.

As such, the Company has decided that the PPP loan should be accounted for as a government grant which analogizes with International Accounting Standards (“IAS”) 20, Accounting for Government Grants and Disclosure of Government Assistance. Under the provisions of IAS 20, “a forgivable loan from government is treated as a government grant when there is reasonable assurance that the entity will meet the terms for forgiveness of the loan.”

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**Employee retention credit (“ERC”)**

During the year ended March 31, 2022, the Subsidiary availed benefits under the ERC scheme, established under the CARES Act. It was intended to help businesses retain their workforces and avoid layoffs during the coronavirus pandemic. It provides for a refundable tax credit against certain employment taxes of up to Rs. 3,72,550 per employee for eligible employers. It is a per employee tax credit based on a percentage of qualified wages and health insurance benefits paid to employees. In accordance with the pre-existing accounting principles as applied to PPP loan, under the provisions of IAS 20, the Company has recorded total ERC credit refund received during the year ended March 31, 2022, amounting Rs. 1,11,27,174 under other income in the consolidated statements of income.

**NOTE T - SUBSEQUENT EVENTS**

The Company has evaluated subsequent events and transactions that occurred after 31, 2022, through the date the consolidated financial statements were available to be issued. Based upon this evaluation the Company is not aware of any events or transactions that would require recognition or disclosure in the consolidated financial statements.

Uniparts USA Ltd. and Subsidiary  
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**Supplementary Information**

Uniparts USA Ltd. And Subsidiary  
Translated Consolidated Balance Sheet as at 31 March 2022

(Amount in INR)

Particulars	Uniparts USA Ltd.	Uniparts Olsen Inc.	Combined	Eliminating Adjustments	Consolidated
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents	1,42,96,252	59,98,470	2,02,94,722	-	2,02,94,722
Accounts receivable, net	18,35,65,179	31,25,90,674	49,61,55,853	-	49,61,55,853
Inventories, net	99,83,77,906	1,25,52,71,191	2,25,36,49,097	-	2,25,36,49,097
Prepaid expenses and other current assets	56,70,073	94,60,346	1,51,30,419	-	1,51,30,419
Due from related party	-	10,09,92,823	10,09,92,823	(10,09,92,823)	-
<b>Total current assets</b>	<b>1,20,19,09,410</b>	<b>1,68,43,13,504</b>	<b>2,88,62,22,914</b>	<b>(10,09,92,823)</b>	<b>2,78,52,30,091</b>
Property and equipment, net	87,25,116	16,31,56,941	17,18,82,057	-	17,18,82,057
Capital work-in-progress	-	1,23,80,766	1,23,80,766	-	1,23,80,766
Software	-	1,06,70,822	1,06,70,822	-	1,06,70,822
Investment in subsidiary	63,53,56,803	-	63,53,56,803	(63,53,56,803)	-
Deferred Tax Assets- Non current	1,32,49,481	-	1,32,49,481	(1,32,49,481)	-
Goodwill	-	52,46,49,725	52,46,49,725	34,33,00,714	86,79,50,439
<b>Total assets</b>	<b>1,85,92,40,810</b>	<b>2,39,51,71,758</b>	<b>4,25,44,12,568</b>	<b>(40,62,98,393)</b>	<b>3,84,81,14,175</b>
<b>Liability and Stockholder's Equity</b>					
<b>Current Liability</b>					
Lines of credit	13,66,74,000	15,42,30,838	29,09,04,838	-	29,09,04,838
Accounts payable	52,62,708	7,21,87,791	7,74,50,499	(26,57,550)	7,47,92,949
Due to related parties	46,85,15,131	6,70,98,506	53,56,13,637	(9,83,35,273)	43,72,78,364
Accrued expenses	1,15,50,927	5,32,58,213	6,48,09,140	-	6,48,09,140
Current portion of long-term debt	1,25,740	2,10,10,363	2,11,36,103	-	2,11,36,103
Provision for taxation	(6,39,37,540)	8,66,20,261	2,26,82,721	-	2,26,82,721
<b>Total current liabilities</b>	<b>55,81,90,966</b>	<b>45,44,05,972</b>	<b>1,01,25,96,938</b>	<b>(10,09,92,823)</b>	<b>91,16,04,115</b>
Long Term Debt, net of Current Portion	1,25,588	4,84,84,797	4,86,10,385	-	4,86,10,385
Deferred Rent	-	77,50,327	77,50,327	-	77,50,327
Deferred Income Tax	-	18,21,96,010	18,21,96,010	(1,32,49,481)	16,89,46,529
<b>Total non current liabilities</b>	<b>1,25,588</b>	<b>23,84,31,134</b>	<b>23,85,56,722</b>	<b>(1,32,49,481)</b>	<b>22,53,07,241</b>
<b>Stockholder's Equity</b>					
	34,97,60,000	-	34,97,60,000	-	34,97,60,000
Convertible, callable preferred stock, \$ 10 @ Rs. 437.20 par value, 800,000 shares authorized, issued and outstanding.					
Common stock, \$10 @ INR 437.20 par value, 300,000 shares authorized; 2,000 shares	8,74,400	-	8,74,400	-	8,74,400
Common stock, \$1 @ Rs. 45.55 par value, 612,151 shares and \$1 @ Rs. 40.29 par value 612,150 shares authorized, issued and outstanding	-	5,25,47,002	5,25,47,002	(5,25,47,002)	-
Additional Paid-in Capital	-	11,69,55,658	11,69,55,658	(11,50,32,296)	19,23,362
Retained Earnings	69,19,65,656	1,40,39,13,733	2,09,58,79,389	44,09,331	2,10,02,88,720
Foreign currency translation reserve	25,83,24,200	12,89,18,259	38,72,42,459	(12,88,86,122)	25,83,56,337
<b>Total stockholder's equity</b>	<b>1,30,09,24,256</b>	<b>1,70,23,34,652</b>	<b>3,00,32,58,908</b>	<b>(29,20,56,089)</b>	<b>2,71,12,02,819</b>
<b>Total liabilities and stockholder's equity</b>	<b>1,85,92,40,810</b>	<b>2,39,51,71,758</b>	<b>4,25,44,12,568</b>	<b>(40,62,98,393)</b>	<b>3,84,81,14,175</b>

Uniparts USA Ltd. And Subsidiary

Translated Consolidated Statement of Profit and Loss for the year ended March 31, 2022

(Amount in INR)

Particulars	Uniparts USA Ltd.	Uniparts Olsen Inc.	Combined	Eliminating Adjustments	Consolidated
Revenue, net	1,96,11,60,573	2,96,24,28,039	4,92,35,88,612	-	4,92,35,88,612
Cost of goods sold	(1,42,62,47,409)	(2,50,79,14,257)	(3,93,41,61,666)	-	(3,93,41,61,666)
Other revenues	-	83,84,163	83,84,163	-	83,84,163
<b>Gross profit</b>	<b>53,49,13,164</b>	<b>46,28,97,945</b>	<b>99,78,11,109</b>	-	<b>99,78,11,109</b>
Selling, general and administrative expenses	18,75,39,360	17,87,30,415	36,62,69,775	-	36,62,69,775
Depreciation and amortization expenses	60,31,727	4,17,39,480	4,77,71,207	-	4,77,71,207
<b>Income from operations</b>	<b>34,13,42,077</b>	<b>24,24,28,050</b>	<b>58,37,70,127</b>	-	<b>58,37,70,127</b>
<b>Other income/(expenses)</b>					
Interest expense	(34,60,468)	(29,15,427)	(63,75,895)	-	(63,75,895)
Other income	7,45,10,000	1,11,27,174	8,56,37,174	(7,45,10,000)	1,11,27,174
<b>Total other income</b>	<b>7,10,49,532</b>	<b>82,11,747</b>	<b>7,92,61,279</b>	<b>(7,45,10,000)</b>	<b>47,51,279</b>
<b>Income before income tax expense</b>	<b>41,23,91,609</b>	<b>25,06,39,797</b>	<b>66,30,31,406</b>	<b>(7,45,10,000)</b>	<b>58,85,21,406</b>
<b>Income tax expense</b>					
Current tax expense	10,21,71,987	8,44,35,775	18,66,07,762	-	18,66,07,762
Deferred tax (benefit) expense	(1,19,18,024)	(1,09,306)	(1,20,27,330)	-	(1,20,27,330)
<b>Total income tax expense</b>	<b>9,02,53,963</b>	<b>8,43,26,469</b>	<b>17,45,80,432</b>	-	<b>17,45,80,432</b>
<b>Net income for the year</b>	<b>32,21,37,646</b>	<b>16,63,13,328</b>	<b>48,84,50,974</b>	<b>(7,45,10,000)</b>	<b>41,39,40,974</b>

**Uniparts USA Ltd. And Subsidiary****Translated Computation of Earnings Before Interest Expense, Income Taxes, Depreciation and Amortization (EBITDA) for the Year ended March 31, 2022****(Amount in INR )**

<b>Particulars</b>	<b>Uniparts USA Ltd.</b>	<b>Uniparts Olsen Inc.</b>	<b>Consolidated</b>
Net income	32,21,37,646	16,63,13,328	48,84,50,974
<b>Adjustments:</b>			
Interest expense	34,60,468	29,15,427	63,75,895
Income tax expense (benefit)	9,02,53,963	8,43,26,469	17,45,80,432
Depreciation and amortization expense	60,31,727	4,17,39,480	4,77,71,207
Total adjustments	<b>9,97,46,158</b>	<b>12,89,81,376</b>	<b>22,87,27,534</b>
<b>Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA")</b>	<b>42,18,83,804</b>	<b>29,52,94,704</b>	<b>71,71,78,508</b>