DREAMORBIT, INC.

Financial Statements
and Supplemental Schedule

For the year ended March 31, 2023

With
Independent Auditors' Report and Accompanying Notes

CONTENTS PAGE

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders
of Dreamorbit, Inc.

Opinion

We have audited the accompanying financial statements of Dreamorbit, Inc (a Delaware corporation), which comprise the balance sheet as of March 31, 2023, and the related statements of operations, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dreamorbit, Inc. as of March 31, 2023, 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.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Dreamorbit, Inc.'s ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Dreamorbit, Inc.'s internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Dreamorbit, Inc.'s ability to continue as a going concern for a reasonable period of time.

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

Chugh CPAs LLP

Chugh CPAs LLP
Santa Clara, CA
May 24, 2023

DREAMORBIT, INC.
BALANCE SHEET
AS OF MARCH 31, 2023 AND 2022

		As of March 31, 2023		As of March 31, 2022
ASSETS				
Cash and cash equivalents	$	941,982	$	1,038,143
Accounts receivable, net of allowances		1,017,857		782,576
Loans and advances		251,038		-
Prepaid taxes		-		3,702
Prepaid Expenses		2,324		
TOTAL CURRENT ASSETS		2,213,201		1,824,421
Property & equipment, at cost		30,661		30,661
Less: Accumulated depreciation		(30,661)		(30,661)
TOTAL PROPERTY & EQUIPMENT		-		-
TOTAL ASSETS	$	2,213,201	$	1,824,421

LIABILITIES & STOCKHOLDERS' EQUITY

		As of March 31, 2023		As of March 31, 2022
CURRENT LIABILITIES				
Accounts payable	$	1,569,743	$	1,296,742
Provision for expenses		24,800		23,852
Provision for taxes		27,184		18,799
TOTAL CURRENT LIABILITIES		1,621,727		1,339,393
STOCKHOLDERS' EQUITY				
Common stock, $10 par value (100 shares authorized; 100 shares issued and		1,000		1,000
Retained earnings		590,474		484,028
TOTAL STOCKHOLDERS' EQUITY		591,474		485,028
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	2,213,201	$	1,824,421

DREAMORBIT INC.
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED MARCH 31, 2023 AND 2022

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sales and service revenue, net	$ 6,933,253	$ 5,817,928
Cost of services	(6,239,929)	(5,247,187)
GROSS PROFIT	693,324	570,741
Operating expenses (Schedule A)	(32,061)	(25,499)
OPERATING PROFIT	661,263	545,242
OTHER INCOME		
Interest income	1,038	1,229
INCOME BEFORE INCOME TAX	662,301	546,471
Income tax expense	(155,855)	(120,666)
NET INCOME	$ 506,446	$ 425,805

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DREAMORBIT, INC
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEAR ENDED MARCH 31, 2023 AND 2022

	Common Stock		Retained	Total Stockholders'
	# of Shares	Amount	Earnings	Equity
Balance as of March 31, 2022	100	$ 1,000	$ 484,028	$ 485,028
Dividend paid			(400,000)	(400,000)
Net income			506,446	506,446
Balance as of March 31, 2023	100	$ 1,000	$ 590,474	$ 591,474

	Common Stock		Retained	Total Stockholders'
	# of Shares	Amount	Earnings	Equity
Balance as of March 31, 2021	100	$ 1,000	$ 508,223	$ 509,223
Dividend paid			(450,000)	(450,000)
Net income			425,805	425,805
Balance as of March 31, 2022	100	$ 1,000	$ 484,028	$ 485,028

DREAMORBIT, INC
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2023 AND 2022

	For the year ended March 31, 2023	For the year ended March 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 506,446	$ 425,805
Adjustments to reconcile net income to cash		
Deferred tax expense	-	569
(Increase) decrease in operating assets:		
Accounts receivable, net of allowances	(235,281)	(162,931)
Prepaid taxes	3,702	(3,702)
Prepaid expenses	(2,324)	1,010
Loans and Advances	(251,038)	
Increase (decrease) in operating liabilities:		
Accounts payable	273,001	171,866
Provision for taxes	8,385	(11,272)
Prepaid expenses	948	5,102
Net cash provided by operating activities	303,839	426,447
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividend paid	(400,000)	(450,000)
Net cash used in financing activities	(400,000)	(450,000)
NET DECREASE IN CASH	(96,161)	(23,553)
CASH, beginning of year	1,038,143	1,061,697
CASH, end of year	$ 941,982	$ 1,038,143

See independent accountants' audit report & accompanying notes

NOTE 1 – DESCRIPTION OF BUSINESS

Dreamorbit, Inc. ("the Company"), was incorporated on May 21, 2010 in the state of Delaware, United States of America ("USA"). The Company provides solutions for Logistics, Freight & SCM, and Real Estate Software and Retail Ecommerce Solutions. It offers a broad range of services from consulting to analytics services to their customers. The Company is a wholly owned subsidiary of Dreamorbit Softech Pvt. Ltd., India (DSPL – the Parent Company).

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). The Company uses the accrual method of accounting for income tax reporting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts that are reported in the financial statements and accompanying disclosures. Actual results may differ from these estimates. The Company's most significant estimates relate to estimated useful lives of property and equipment, allowance for doubtful accounts and sales returns, recognition of deferred tax liabilities, income tax uncertainties and other contingencies. Changes in estimates are reflected in the financial statements in the period in which the changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Cash

Cash consists of cash in bank accounts.

Accounts Receivable

The Company extends credit to its customers in the normal course of business. The Company performs ongoing evaluation of its existing receivables and evaluation of periodic aging of the accounts to estimate allowance for potential credit losses. Losses are written off against the allowances when determined to be uncollectable. There is no allowance recorded for the year ended March 31, 2023 and 2022 respectively. Bad debt expense of $50 is recognized for the year ended March 31, 2023 and $NIL for the year ended March 31, 2022.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets. Estimated useful lives are primarily 3 years for computers and capitalized software, 5 years for machinery and equipment. The cost of significant additions and replacement of components is capitalized and depreciated. Repairs and maintenance are charged to expense in the period incurred.

Revenue Recognition

The Company recognizes revenues when services are provided to the customers, in an amount that is expected in exchange for those services. See Note 4 for further discussion on Revenues.

Cost of Revenue

The Company outsources majority of the work to its holding company, Dreamorbit Softech Private Limited, India and its related parties. Cost of services sold information is presented before any depreciation or amortization that is direct and attributable to revenue sources. The Company does not have any employees on payroll as of March 31, 2023 and 2022 respectively.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC No 740, *"Accounting for Income Taxes"* which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liability are computed annually for differences between the financial statements and tax basis of assets and liabilities that will result in taxable or deductible amounts in future based on the enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is provided against the Company's deferred income tax assets when their realization is not reasonably assured.

The Company evaluates its tax positions taken or expected to be taken in the course of preparing its tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions not deemed to meet the "more-likely-than-not" threshold is recorded as an expense in the applicable year. As of March 31, 2023, the Company does not have any significant uncertain tax positions for which a reserve would be necessary.

The Company's accounting policy for interest and penalties recognized is to classify them as a component of its provision for income taxes. The Company files U.S. federal and U.S. state tax returns. For U.S. state tax returns, the Company is generally no longer subject to tax examination for years prior to 2021.

NOTE 3 – RISK AND UNCERTAINTIES

In March 2020, the World Health Organization declared the novel strain of coronavirus ("COVID-19") a global pandemic. COVID 19 has spread across most of the world including the United States of America where the Company has its operations. However, the Company's operations in terms of revenue were not affected for the current year. In assessing the recoverability of its receivables, the Company has considered internal and external information up to the date of approval of these financial statements. The impact of COVID 19 may be different from that estimated by the Company and the Company will continue to closely monitor any material changes in future economic conditions.

NOTE 4 – REVENUE RECOGNITION

The Company recognizes revenues in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 606, Revenue from Contracts with Customers ("ASC 606"). Under ASC 606, revenue is recognized when the following steps have been fulfilled:

- Identify the contract(s) with customer.
- Identify the performance obligations in the contract.
- Determine the transaction price.
- Allocate the transaction price to the performance obligations in the contract.

- Recognize revenue when (or as) the entity satisfies a performance obligation.

The Company primarily derives revenue from sale of services either on a standalone or as part of multiple element arrangements with software. Revenue is recognized in accordance with the terms of Mater Services Agreement, Statement of Works or Purchase Orders. Agreements for billing can be recorded on time and material or milestones/iterations basis. Revenue is always recorded net of discounts and returns wherever applicable.

In fixed-fee billing arrangements, the Company agrees to a pre-established fee in exchange for a predetermined set of professional services. The Company sets the fees based on its estimates of the costs and timing for completing the engagements. The Company recognizes revenues under fixed-fee billing arrangements using a proportionate performance approach, which is based on its estimates of work completed to date versus the total services to be provided under the engagement. Estimates of total engagement revenues and cost of services are monitored regularly during the term of the engagement. If estimates indicate a potential loss, such loss is recognized in the period in which the loss first becomes probable and reasonably estimable.

Provisions are recorded for the estimated realization adjustments on all engagements. Expense reimbursements that are billable to clients are included in total revenues. Reimbursable expenses are primarily recognized as expense in the period in which the expense is incurred.

Differences between the timing of billings and the recognition of revenue are recognized as either unbilled receivables or deferred revenues in the accompanying balance sheet. When there's no identifiable contract, the Company recognizes revenue in the amount of consideration received when the Company has transferred control of the services.

Disaggregation of Revenues

The following table presents revenue disaggregated by geographical location for the year ended March 31, 2023 and 2023 respectively. The Management has applied the practical expedient of providing limited disclosure in this regard, as the cost to obtaining this information exceeds the benefits.

	March 31, 2023	March 31, 2022
Software Consulting – Domestic	$ 6,919,802	$ 5,817,928
Software Consulting – Foreign	13,451	
Total revenue	$ 6,933,253	$ 5,817,928

Contract Assets and Liabilities

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, unbilled receivables (contract assets), and customer advances and deposits (contract liabilities) on the Balance Sheet. Amounts are billed as work progresses in accordance with agreed-upon contractual terms, either at periodic intervals (e.g., milestone based or monthly) or upon achievement of contractual milestones. Billing occurs after revenue recognition, resulting in unbilled receivable. However, the Company sometimes receives advances or deposits from the customers, before revenue is recognized, resulting in deferred revenue. These deposits are liquidated when revenue is recognized. The following table shows the contract assets for the year ended March 31, 2023 and 2022 respectively:

	March 31, 2023	March 31, 2022
Accounts receivable	$ 1,017,857	$ 782,576

NOTE 5 – CONCENTRATIONS

Revenues and Accounts Receivable from the Company's major customers (more than 10% of total Revenue) comprised approximately 56% and 60% of the Company's revenue and accounts receivable respectively for the year ended March 31, 2023.

Revenues and Accounts Receivable from the Company's major customers (more than 10% of total Revenue) comprised approximately 42% and 53% of the Company's revenue and accounts receivable respectively for the year ended March 31, 2022.

NOTE 6 – INCOME TAXES

The components of income taxes expense for the year ended March 31, 2023 and 2022 is as follows:

	Federal	State	Total
Current	$ 134,630	$ 21,225	$ 155,855
Deferred	-	-	-
Total income tax expense	$ 134,630	$ 21,225	$ 155,855

	Federal	State	Total
Current	$ 101,298	$ 18,799	$ 120,097
Deferred	445	124	569
Total income tax expense	$ 101,743	$ 18,923	$ 120,666

NOTE 7 – RELATED PARTY TRANSACTIONS

The Company is a wholly owned subsidiary of DreamOrbit Softech Pvt. Ltd., India (DSPL – the Parent Company).

The Company has entered into professional service agreements with DSPL, Parent Company. This agreement is to transfer the cost of services to the Parent Company in India. Also, the Company received services from two other related parties-Saksoft Limited, India and from ThreeSixty Logica Testing Services Pvt. Ltd. during the year ended March 31, 2023 and 2022.

The Company has given a loan to MC Consulting Pte Ltd., Singapore which is a subsidiary of Saksoft Pte Ltd., Singapore. The loan is given at 5%. The interest income accrued but not received is included in the amount of the loan given.

The transactions with the related parties as of March 31, 2023 and 2022 are as follows:

Dreamorbit Softech Private Limited, India	March 31, 2023	March 31, 2022
Services Received	$ 5,325,381	$ 4,657,748
Accounts Payable	1,398,089	1,153,996

Saksoft Ltd, India	March 31, 2023	March 31, 2022
Services Received	$ 846,235	$ 543,504
Accounts Payable	145,504	135,402

ThreeSixty Logica Testing Services Pvt. Ltd.	March 31, 2023	March 31, 2022
Services Received	$ 68,313	$ 65,656
Accounts Payable	26,150	10,108

MC Consulting Pte. Ltd..	March 31, 2023	March 31, 2022
Loans & Advances	$ 251,038	$ -
Interest income	1,038	-

NOTE 8– STOCKHOLDERS' EQUITY

The Company has authorized share capital of 100 shares at par value of $10 per share and all 100 shares have been issued and outstanding as of March 31, 2023. Holders of common stock are entitled to one vote per share, and to receive dividends and, upon liquidation or dissolution, are entitled to receive all assets available for distribution to stockholders. The holders have no pre-emptive or other subscription rights and there is no redemption or sinking fund provisions with respect to such stocks.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

Commitments:

The Company has a virtual office in Delaware for which an annual fee is paid by the company. There are no other commitments towards any outside party for recurring payment.

Contingent liabilities:

In the ordinary course of conducting its business, the Company becomes involved in lawsuits and administrative proceedings. Some of these proceedings may result in fines, penalties or judgements being assessed against the Company that, from time to time, may have an impact on earnings. It is the opinion of management that the aforementioned proceedings, individually or in the aggregate, will not have a material adverse effect on the Company' financial statements.

NOTE 10 – SUBSEQUENT EVENTS

As required under FASB ASC 855 "Subsequent Events" (formerly FAS 165), the Company is required to disclose events and transactions after balance sheet date but before the financial statements are available to be issued.

The Company has evaluated the subsequent events till May 24, 2023, which is the date the financial statements are available for issue. The Company has concluded that no events or transactions have occurred which would require adjustments or disclosures in the Company's financial statements.

INDEPENDENT AUDITORS' REPORT
ON SUPPLEMENTARY INFORMATION

To the Board of Directors and Stockholders
of Dreamorbit, Inc.

We have audited the financial statements of Dreamorbit, Inc. as of and for the year ended March 31, 2023, and our report thereon dated May 24, 2023, which expressed an unmodified opinion on those financial statements, appears on pages 1-2. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information in Schedules A: Operating Expenses, which is the responsibility of management, is presented for purposes of additional analysis 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 information has been subjected to the auditing procedures applied in the audit of 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 information is fairly stated in all material respects in relation to the financial statements as a whole.

Chugh CPAs LLP

Chugh CPAs LLP
Santa Clara, CA
May 24, 2023

DREAMORBIT, INC.
SCHEDULE A
OPERATING EXPENSES
FOR THE YEAR ENDED MARCH 31, 2023 AND 2022

	For the year ended March 31, 2023	For the year ended March 31, 2022
Bad debts	$ 50	$ -
Bank fee	575	670
Business license	107	-
Marketing expense	4,625	-
Other taxes	160	
Professional fees	21,000	21,590
Software and license fees	5,544	3,239
TOTAL OPERATING EXPENSES	$ 32,061	$ 25,499