

**BKT USA INC.**  
**FINANCIAL STATEMENTS**  
**MARCH 31, 2023 AND 2022**

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# **ANURAG PATEL & ASSOCIATES, LLC**

*CPAs & CONSULTANTS*

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## **INDEPENDENT AUDITOR'S AND ACCOUNTANT'S REPORT**

To the Board of Directors and Stockholders of  
**BKT USA INC.**

We have audited the accompanying balance sheet of BKT USA Inc. (the "Company") as of March 31, 2023, and the related statement of operations and retained earnings and statement of cash flows for the year then ended and related notes to the financial statements.

### **Management's Responsibility 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; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 statement, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statement 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 presents fairly, in all material respects, the financial position of BKT USA, Inc., as of March 31, 2023, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

## Prior Period Financial Statements

The accompanying balance sheet as of March 31, 2022 and the related statement of operations and retained earnings and cash flows for the year then ended were reviewed by us, and our report thereon dated May 4, 2022 stated that we were not aware of any material modifications that should be made to those financial statements for them to be in conformity with accounting principles generally accepted in the United States of America. However, a review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the statements of operations, retained earnings and cash flows as a whole. Accordingly, we do not express such an opinion.

## Supplementary Information

The accompanying supplementary information included on page 12 is presented for purposes of additional analysis and is not a required part of the basic 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 for the year ended March 31, 2023 has been subjected to the auditing procedures applied in the audits 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 information is fairly stated in all material respects in relation to the financial statements as a whole.

The supplementary information for the year ended March 31, 2022 has been subjected to the review procedures applied in our reviews of the basic financial statements. We are not aware of any material modifications that should be made to the supplementary information. We have not audited the supplementary information, and do not express an opinion on such information.

anulag patel & associates, LLC  
Certified Public Accountants

Holmdel, New Jersey  
May 10, 2023

**BKT USA, INC.**  
**BALANCE SHEETS**  
**MARCH 31,**

	<b>2023</b>	<b>2022</b>
	<u>(Audited)</u>	<u>(Reviewed)</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 699,443	\$ 751,349
Accounts receivables, related party	710,183	435,770
Prepaid expenses	101,162	93,514
Due from affiliates	61,405	30,825
Prepaid taxes	-	11,199
<b>Total Current Assets</b>	<b>1,572,193</b>	<b>1,322,657</b>
<b>Property and Equipment, net</b>	<b>355,762</b>	<b>237,924</b>
<b>Operating Lease Right-to-Use Assets</b>	<b>571,090</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>\$ 2,499,045</b>	<b>\$ 1,560,581</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	188,108	\$ 87,879
Accrued expenses	10,043	-
Income taxes payable	3,240	-
<b>Total Current Liabilities</b>	<b>201,391</b>	<b>87,879</b>
<b>Long-Term Liabilities, Deferred Taxes</b>	<b>69,313</b>	<b>48,177</b>
<b>Operating Lease Liabilities</b>	<b>576,113</b>	<b>-</b>
<b>Total Liabilities</b>	<b>846,817</b>	<b>136,056</b>
<b>Commitment &amp; Contingences (Notes 6)</b>		
<b>Stockholder's Equity</b>		
Common stock, \$1.00 par value, 1,500 shares authorized, 1,500 issued and outstanding	1,500	1,500
Retained earnings	1,650,728	1,423,025
<b>Total Stockholder's Equity</b>	<b>1,652,228</b>	<b>1,424,525</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$ 2,499,045</b>	<b>\$ 1,560,581</b>

*The accompanying notes are an integral part of these financial statements*

**BKT USA, INC.****STATEMENTS OF OPERATIONS & RETAINED EARNINGS****FOR THE YEARS ENDED MARCH 31,**

	<b>2023</b>	<b>2022</b>
	<u>(Audited)</u>	<u>(Reviewed)</u>
Revenue	\$ 6,666,528	\$ 5,384,925
Operating Expenses	<u>6,307,677</u>	<u>5,098,284</u>
Net Earnings from operations	358,851	286,641
<b>Other Income/(expense)</b>		
Interest income	44	181
Depreciation & amortization	<u>(46,419)</u>	<u>(34,846)</u>
<b>Total Other Expense, net</b>	<u>(46,375)</u>	<u>(34,665)</u>
Net Earnings before Income Taxes	312,476	251,976
Provision for Income taxes	<u>(84,773)</u>	<u>(53,822)</u>
Net Earnings	227,703	198,154
Retained Earnings - Beginning of the Year	<u>1,423,025</u>	<u>1,224,871</u>
Retained Earnings - End of the Year	<u><u>\$ 1,650,728</u></u>	<u><u>\$ 1,423,025</u></u>

*The accompanying notes are an integral part of these financial statements*

**BKT USA, INC.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED MARCH 31,**

	<u>2023</u>	<u>2022</u>
	<u>(Audited)</u>	<u>(Reviewed)</u>
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 227,703	\$ 198,154
Adjustments to reconcile net income to net Cash used in operating activities,		
Depreciation and amortization	46,419	34,846
Deferred taxes	21,136	38,571
Operating lease right-to-use assets	5,023	
Changes in current assets and liabilities:		
Accounts receivable	(274,413)	(9,243)
Prepaid expense	(7,648)	(65,571)
Prepaid taxes	11,199	(4,580)
Accounts payable and accrued expenses	110,272	(91,828)
Income taxes payable	3,240	-
<b>Net Cash Provided by Operating Activities</b>	<u>142,931</u>	<u>100,349</u>
<b>Cash Flows from Investing Activities</b>		
Due from affiliates	(30,580)	-
Purchase of property and equipment	(164,257)	(103,734)
<b>Net Cash (Used in) Investing Activities</b>	<u>(194,837)</u>	<u>(103,734)</u>
<b>Net (Decrease) in Cash</b>	(51,906)	(3,385)
<b>Cash - Beginning of the Year</b>	<u>751,349</u>	<u>754,734</u>
<b>Cash - End of the Year</b>	<u>\$ 699,443</u>	<u>\$ 751,349</u>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Taxes paid	<u>\$ 81,533</u>	<u>\$ 19,831</u>

*The accompanying notes are an integral part of these financial statements*

**BKT USA INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2023 AND 2022**

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**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A summary of significant accounting policies of BKT USA Inc. (the “Company”) consistently applied is presented to assist in understanding the financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America.

*1. Nature of Business*

The Company was incorporated in the State of Ohio on April 1, 2009 for the purpose of being the North American Sales and Marketing Office for Balkrishna Industries Ltd., one of the world’s leading manufacturers of “off-highway tires” in India. Balkrishna Industries Ltd. produces tires for the niche tire segments of agriculture, construction, industrial, earthmover, all-terrain vehicles and turf care application markets.

The Company is a wholly owned subsidiary of Balkrishna Industries, Ltd. (the “Parent”). The Parent is organized under the laws of India. As described in Note 3, the company has significant transactions with the Parent.

*2. Concentration of Credit Risk*

The Company maintains its cash balances at a financial institution, which, at times may exceed federally insured limits. The Company is subject to credit risk to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf.

*2. Property and Equipment*

Property and equipment are stated at cost. Depreciation and amortization are provided for, using straight-line and accelerated methods, in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives. Repairs and maintenance are charged to operations as incurred.

*4. Leases*

The Company’s operating leases are included within operating lease right-to-use (“ROU”) assets, accrued expenses, and operating lease liabilities on the combined balance sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The operating lease ROU asset also includes any lease payments made in advance and is reduced by lease incentives received. As most leases do not provide an implicit rate, the Company uses its risk-free return rate at commencement date in determining the present value of lease payments. Lease terms include options to extend the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term unless the related ROU asset has been adjusted for an impairment charge.



**BKT USA INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

*5. Income Taxes*

The Company accounts for income taxes pursuant to the asset and liability method which requires deferred income tax assets and liabilities to be computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. The effect on deferred tax assets and liabilities of a change in tax rate is recognized as income in the period that includes the enactment date.

The Company recognizes and measures its unrecognized tax benefits in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 740, *Income Taxes*. Under that guidance, the Company assesses the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances, and information available at the end of each period. The measurement of unrecognized tax benefits is adjusted when new information is available or when an event occurs that requires a change. For the year ended March 31, 2023 and 2022, no provision for unrecognized tax benefits has been recorded.

With few exceptions, the Company is no longer subject to U.S. federal, state, and local income tax examinations by tax authorities for years before March 31, 2019.

*6. Revenue Recognition*

The Company recognizes revenue in the period earned under the terms of the relevant agreements.

The Company adopted ASC 606- Revenue from Contracts with Customers (“ASC Topic 606”) from the year beginning April 1, 2020. The guidance requires that an entity recognize revenue to depict the transfer of promised goods or service to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance requires an entity to follow a five-step model to (a) identify the contract(s) with a customer, (b) identify the performance obligations in the contract, (c) determine the transaction price, (d) allocate the transaction price to the performance obligations in the contract, and (e) recognize revenue when the entity satisfies a performance obligation.

The following table summarizes the Company’s revenues from contracts with customers:

Revenue type	Services
Customer	Parent, an affiliated entity
Performance obligation	Marketing services
Performance obligation satisfied over time/point in time	Over time
Variable or fixed consideration	Variable consideration
Payment terms	Monthly in arrears or prepaid
Subject to return once recognized	No
Classification of uncollected amounts	Marketing fees receivable

**BKT USA INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2023 AND 2022**

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

*7. Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

*8. Subsequent events*

The Company has evaluated subsequent events through May 10, 2023, the date on which these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

**NOTE 2 – PROPERTY AND EQUIPMENT**

Property and equipment consist of the following at March 31:

	<u>Estimated Useful Lives (Years)</u>	<u>Amount</u>	
		<u>2023</u>	<u>2022</u>
Computer Equipment	5	\$ 13,528	\$ 13,528
Office Equipment	5	21,620	21,620
Tradeshaw Equipment	5	103,734	103,734
Furniture and Fixtures	7	54,404	37,937
Leasehold Improvements	15	269,685	121,895
		<u>462,971</u>	<u>298,714</u>
Less: Accumulated Depreciation		<u>(107,209)</u>	<u>(60,790)</u>
		<u>\$ 355,762</u>	<u>\$ 237,924</u>

Depreciation expense on property and equipment for the year ended March 31, 2023 and 2022 was \$46,419 and \$34,846 respectively.

**NOTE 3 – INCOME TAXES**

The provision for income taxes for the year ended March, 31 2023 and 2022 is summarized as follow:

	<u>2023</u>	<u>2022</u>
Current		
Federal	\$ 42,000	\$ 37,435
State	5,950	1,831
Total current income taxes	<u>47,950</u>	<u>39,266</u>
Deferred		
Federal	32,560	14,556
State	4,263	
Total deferred income taxes	<u>36,823</u>	<u>14,556</u>
Total provision for income taxes	<u>\$ 84,773</u>	<u>\$ 53,822</u>

*See Independent Auditor's Report*

**BKT USA INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 3 – INCOME TAXES (continued)**

The actual provision for income taxes reflected in the statements of income for the year ended March 31, 2023 and 2022 differs from the provision computed at the Federal statutory tax rates. The principal differences between the statutory income tax and the actual provision for income taxes is summarized as follows:

	2023	2022
Computed income taxes at statutory rate of 21%	\$ 66,675	\$ 52,915
State and local income taxes, net of federal taxes	9,525	907
	<u>\$ 84,773</u>	<u>\$ 53,822</u>

The company, for Federal income tax purposes, files a consolidated federal income tax return with other entities commonly owned by the company's parent. The actual tax payment may differ from the provision for taxes due to any tax benefit from the other subsidiaries.

**NOTE 4 – RELATED PARTY TRANSACTIONS**

The Company receives all of its marketing services revenue from its Parent based upon reimbursement of expenditures plus a standard markup percentage. The Company recognized \$6,666,528 and \$5,384,925 in revenue from the parent for services performed for the year ended March 31, 2023 and 2022 respectively. The amount due from parent under this agreement was \$710,183 and \$435,770 at March 31, 2023 and 2022 respectively, and included in accounts receivable, related party.

**NOTE 5 – PENSION PLAN**

During the year ended March 31, 2023 and 2022, the Company maintained a contributory profit sharing plan as defined under Section 401(k) of the U.S. Internal Revenue Code covering substantially all U.S. employees. Employees employed after January 1, 2011 who have attained the age of 21 are eligible to participate starting the month following completion of 30 days of service with the Company. The Company contributed at a rate of 100% of the employee's elective deferral contribution up to a maximum of 3% of the employee's eligible compensation. The plan also provides for discretionary profit-sharing contributions to be made at the election of the Company. The Company made no discretionary profit-sharing contribution during the years ended March 31, 2023 and 2022. Total pension plan expense for the year ended March 31, 2023 and 2022 was \$75,760 and \$69,068, respectively.

**NOTE 6. LEASE, COMMITMENTS AND CONTINGENCIES**

The Company is obligated under a non-cancelable operating lease for its office space. The Company does not consider this lease material to the Company's operations. The lease expires April 2030. During the year ended March 31, 2023 and 2022, the Company paid rent of \$101,260 and 100,220, respectively.

**BKT USA INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2023 AND 2022**

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**NOTE 6. LEASE, COMMITMENTS AND CONTINGENCIES (continued)**

Aggregate future minimum annual rental payments under this lease as of March 31, 2023 is as follows:

<u>Year Ended</u> <u>March 31,</u>	<u>Amount</u>
2024	\$ 87,988
2025	89,748
2026	91,543
2027	93,374
2028	95,241
2029 and after	<u>204,506</u>
Total lease payments	\$ 662,400
Less: amount representing interest	<u>(86,287)</u>
Total discounted lease liabilities	<u>\$ 576,113</u>

**BKT USA, INC.****SUPPLEMENTAL SCHEDULES OF OPERATING EXPENSES****FOR THE YEARS ENDED MARCH 31,**

	<b>2023</b>	<b>2022</b>
	<u>(Audited)</u>	<u>(Reviewed)</u>
Gross payroll - office	\$ 2,845,790	\$ 2,545,961
Advertising	614,870	492,804
Auto allowance	94,459	69,706
Bank service charges	166	(18)
Computer and internet expenses	47,939	32,896
Consulting expenses	2,900	2,900
Dues and subscriptions	45,206	37,228
Equipment lease expenses	5,440	4,922
Health insurance	204,390	226,955
Insurance expense	35,162	40,124
Legal & professional fees	92,814	80,793
Marketing expenses	444,332	161,416
Meals and entertainment	146,935	111,309
Office supplies and expenses	36,166	11,011
Payroll processing fees	5,114	4,257
Payroll taxes	216,273	191,645
Pension plan expenses	75,760	69,068
Postage and delivery expenses	12,213	21,967
Rent expense	101,260	100,220
Security expenses	1,464	1,616
Seminars & conferences	20,076	20,530
Taxes, other	15,901	12,940
Telephone expense	31,416	29,542
Testing expenses	-	9,731
Tradeshaw expenses	449,715	380,197
Travel expenses	755,715	433,026
Utilities	6,201	5,538
	<u>\$ 6,307,677</u>	<u>\$ 5,098,284</u>

*The accompanying notes are an integral part of these financial statements*