RADISYS INTERNATIONAL LLC

Financial Statements for the Year ended 31st December, 2018

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF RADISYS INTERNATIONAL LLC

We have audited the accompanying Special Purpose Standalone Financial Statements of Radisys International LLC (hereinafter referred to as "the Company") which comprise the Balance Sheet as at December 31, 2018, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. These Special Purpose Standalone Financial Statements have been prepared by the management of the Company per the basis of preparation as described therein, solely for the purpose of preparation of the consolidated financial statements of its holding company, Radisys Corporation.

Management's Responsibility for the Special Purpose Standalone Financial Statements

The Management of the Company is responsible for the preparation of these Special Purpose Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the basis of preparation of these Special Purpose Standalone Financial Statements as described therein.

The Management of the Company is responsible for maintenance of adequate accounting records, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Special Purpose Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Special Purpose Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Special Purpose Standalone Financial Statements have been prepared per the basis of preparation as described therein and are free from material misstatement. An audit involves performing procedures to obtain audit evidence to about the amounts and disclosures in the Special Purpose Standalone Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Special Purpose Standalone Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Special Purpose Standalone Financial Statements in order to design audit procedures that are appropriate in the circumstances but not for the purposes of expressing an opinion on the effectiveness of the Company's internal controls. The audit also includes evaluating the overall presentation of the Special Purpose Standalone Financial Statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Special Purpose Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Special Purpose Standalone Financial Statements of the Company for the year ended December 31, 2018 are prepared, in all material respects, in accordance with the basis of preparation of the Special Purpose Standalone Financial Statements as disclosed therein and accordingly provide a true and fair view of state of affairs of the Company as at December 31, 2018, and its profit, total comprehensive income, its cash flows and statement of changes in equity for the year ended on that date.

Restriction on Distribution and Use

Mumbai, dated: 17th June, 2019

These Special Purpose Standalone Financial Statements have been prepared for the limited purpose of preparation of the consolidated financial statements of Radisys Corporation, the holding company of the Company. As a result, these Special Purpose Standalone Financial Statements may not be suitable for another purpose. Our report is intended solely for the use of the Company and Radisys Corporation and should not be distributed to or used by parties.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants (Firm Registration No. 117366W / W - 100018)

(Abhijit A. Damle) (Partner) (Membership No. 102912)

Balance Sheet as at December 31, 2018

(All amounts in USD, unless otherwise stated)

		As at
	Notes	December 31, 2018
Assets		
Non-Current Assets		
(a) Financial Assets		
(i) Investments in Subsidiaries	3	4,143
Total Non Current Assets		4,143
Current Assets		
(a) Financial Assets		
(i) Trade Receivables	4	20,855
(ii) Cash and Cash Equivalents	5	14,505,251
(b) Other Current Assets	6	54
Total Current Assets		14,526,160
Total Assets		14,530,303
Equity and Liabilities		
Equity		
(a) Share Capital	7	5,508,898
(b) Other Equity	8	9,017,009
Total Equity		14,525,907
Liabilities		
Current Liabilities		
(a) Financial Liabilities		
(i) Trade Payables	9	4,396
Total Current Liabilities		4,396
Total Liabilities		4,396
Total Equity and Liabilities		14,530,303
Corporate information and significant accounting policies and notes to the financial statements.	1-20	
As per our report of even date		
For Deloitte Haskins and Sells LLP Chartered Accountants FRN 117366 W/W - 100018	For and on behalf of the board	
Abhijit A. Damle Partner Membership No: 102912	Director	Director
Place: Mumbai Date: 17th June, 2019	Place: FRISCO, TX, USA Date: 11th June, 2019	Place: FRISCO, TX, USA Date: 11th June, 2019

Statement of Profit and Loss for the year ended December 31, 2018

(All amounts in USD, unless otherwise stated)

		Year ended
	Notes	December 31, 2018
Income:		
Revenue from Operations (Net)	10	339,969
Other Income	11	7,083
Total Income		347,052
Expenses:		
Employee Benefits Expense	12	290,694
Other Expenses	13	39,847
Total Expenses		330,541
Profit for the year		16,511
Other Comprehensive Income		
Total Comprehensive income for the year		16,511
Corporate information and significant accounting policies and notes to the financial statements.	1-20	

As per our report of even date

For Deloitte Haskins and Sells LLP Chartered Accountants

FRN 117366 W/W - 100018

Abhijit A. Damle

Partner Membership No: 102912

Place: Mumbai Date: 17th June, 2019 For and on behalf of the board

Director

Place: FRISCO, TX, USA Date: 11th June, 2019 Director

Place: FRISCO, TX, USA Date: 11th June, 2019

Statement of Changes in Equity for the year ended December 31, 2018

(All amounts in USD, unless otherwise stated)

A. Share Capital Total

As at January 1, 2018	5,508,898
Movement during the year	-
As at December 31, 2018	5,508,898

B. Other Equity:

	Reserves and Surplus		
	Capital Reserve	Retained Earnings	Total
Balance as at January 1, 2018	-	(5,460,000)	(5,460,000)
Profit for the Year	-	16,511	16,511
Adjustments during the year			-
Gain on sale of Subsidiary to a fellow subsidiary			
(Refer Note 15)	14,460,498	-	14,460,498
Balance as at December 31, 2018	14,460,498	(5,443,489)	9,017,009

As per our report of even date

For Deloitte Haskins and Sells LLP

Chartered Accountants FRN 117366 W/W - 100018

Abhijit A. Damle

Partner Membership No: 102912

Place: Mumbai Date: 17th June, 2019 For and on behalf of the board

Director

Place: FRISCO, TX, USA Date: 11th June, 2019 Director

Place: FRISCO, TX, USA Date: 11th June, 2019

Cash Flow Statement for the year ended December 31, 2018

(All amounts in USD, unless otherwise stated)

		For the year ended
		December 31, 2018
A	CASH FLOW FROM OPERATING ACTIVITIES	
	Profit before tax	16,511
	Adjustments for:	
	Unrealized Exchange Gain	(7,083)
	Changes in working capital:	
	Other Current Assets	(54)
	Trade receivables	(13,771)
	Trade Payables	4,396
	Net Cash (Used in) / Generated from Operations	(1)
В	CASH FLOW FROM INVESTING ACTIVITIES	
	Proceeds from sale of Investment in Subsidiary	
	- Radisys India Private Limited (Refer note 15)	14,504,329
	Net cash from Investing Activities	14,504,329
C	CASH FLOW FROM FINANCING ACTIVITIES	
	Net cash from Financing Activities	
	Net increase in Cash And Cash Equivalents (A+B+C)	14,504,328
	Cash and Cash equivalents at the beginning of the year	923
	Cash and cash equivalent at end of year (refer note 5)	14,505,251

As per our report of even date

For Deloitte Haskins and Sells LLP

Chartered Accountants FRN 117366 W/W - 100018

Abhijit A. Damle

Partner

Membership No: 102912

Place: Mumbai Date: 17th June, 2019 For and on behalf of the board

Director

Director

Place: FRISCO, TX, USA Date: 11th June, 2019 Place: FRISCO, TX, USA Date: 11th June, 2019

1. General Information

A. Radisys International LLC ("the Company") was incorporated on February 3, 1998, in Delaware. The principal office of the Company is situated at 850 New Burton Road, Suite 201, Dover, Kent County, Delaware 19904. The Company is a wholly owned subsidiary of Radisys Corporation.

The Company is a holding company for purposes of the holding the investments in operating subsidiaries and branches.

2.1 Basis of Preparation and Presentation

These special purpose financial statements have been prepared for the limited purpose of preparation of consolidated financial statements of Radisys Corporation, from the audited consolidated trial balance which includes balances pertaining to the components, using accounting policies as specified hereinafter.

The financial statements have been prepared on the historical cost convention and on accrual basis of accounting except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting polices below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In addition, for financial reporting purposes, fair value measurement are categorised within the fair value hierarchy into Levels 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date:

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

2.2 Summary of Significant Accounting Policies

A. Investment in Subsidiaries

The Company has accounted for its investments in Subsidiaries at cost less impairment loss (if any).

B. Impairment of non-financial assets

Assessment is done at the end of each reporting period as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at end of each reporting period as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

C. Foreign Currency Transaction and Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. US Dollar), by applying to the foreign currency amount, using the exchange rate at the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or Statement of Profit and Loss are also recognised in Other Comprehensive Income or Statement of Profit and Loss, respectively).

D. Revenue Recognition

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. Revenue is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue represents commission on services rendered to group companies, based on cost plus agreement.

E. Employee Benefits

The undiscounted amount of short-term and long-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services. These benefits include performance incentive.

F. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are not recognised but disclosed in the financial statements only where inflow of economic benefit is probable.

G. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

H. Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits having maturity of three months or less. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

I. Financial Instruments

i. Financial Assets

Initial recognition and measurement

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular purchase and sale of financial assets are recognised using trade date accounting.

b. Subsequent measurement

Financial assets carried at amortised cost (AC):

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

<u>Financial assets at fair value through profit or loss (FVTPL):</u>

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

c. Equity instruments

Equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

d. Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model to the following:

(a) Financial assets at amortised cost

(b) Financial assets measured at fair value through Other Comprehensive Income

The Company follows the 'simplified approach' for recognition of impairment loss allowance. The application of the simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from its initial recognition.

The Company uses historical experience to determine the impairment loss allowance on the portfolio of trade receivables. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ii. Financial Liabilities

a. Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in Statement of Profit and Loss as finance cost.

b. Subsequent measurement

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii. Derecognition of Financial Instrument

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition. On derecognition of a financial asset, the difference between the carrying amount and the consideration received is recognised in the Statement of Profit and Loss. A financial liability (or a part of a financial liability) is derecognised from the Company's balance sheet when the obligation specified in the contract is discharged, cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount and the consideration paid is recognised in the Statement of Profit and Loss.

iv. Fair value of Financial Instrument

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may vary from actual realization on future dates.

2.3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the management of the Company is required to make judgements, estimates and assumptions about the carrying amount of the assets and liability that are not readily apparent. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

(a) Impairment of non-financial assets

Where indicators of impairment exist for an asset or cash generating unit ("CGU") Management determines the recoverable amount. As part of that determination, in assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, a valuation model is used.

(All amounts in USD, unless otherwise stated)

		As at
		December 31, 2018
3	Investments in Subsidiaries	
	Investment in Subsidiary (unquoted at cost)	
	Radisys Cayman Limited	5,460,000
	Radisys Spain S.L.U. (3,000 Common Stock of Euro 1 each)	4,142
	Radisys International Singapore Pte. Ltd. (1 Ordinary Share of S\$1 each)	1
	Total	5,464,143
	Less: Aggregate provision for impairment in value of investments in Radisys Cayman Limited	5,460,000
	Total	4,143
		As at
		December 31, 2018
4	Trade Receivables (Unsecured)	
	Considered Good (Refer Note 14)	20,855
	Total	20,855
		As at
		December 31, 2018
5	Cash and cash equivalents	
	Balances with a bank	14,505,251
	Total	14,505,251
		As at
		December 31, 2018
6	Other Current Assets	
	Prepaid Expenses	54
	Total	54
7	Share Capital	
	The Company is an LLC and as a result does not have shares. The only member of the LLC is Radi	sys Corporation.
	Share Capital	Total
	As at January 1, 2018	5,508,898
	Movement during the year	-
	As at December 31, 2018	5,508,898

(All amounts in USD, unless otherwise stated)

8 Other Equity

Reserves and Surplus		
Capital Reserve	Retained earnings	Total
-	(5,460,000)	(5,460,000)
-	16,511	16,511
		-
14,460,498	-	14,460,498
14,460,498	(5,443,489)	9,017,009
	- - 14,460,498	Capital Reserve Retained earnings

		As at
		December 31, 2018
9	Trade Payables	
	Accounts Payable	924
	Commissions Payable	3,472
	Total	4,396
		Year ended
		December 31, 2018
10	Revenue from Operations (net)	
	Commission Revenue (Refer Note 14)	339,969
	Total	339,969

10.A The amounts receivable from customers become due after expiry of credit period. Average collection period is approximately 15 days. There is no significant financing component in any transaction with the customers.

The Company does not have any remaining performance obligation as contracts entered for sale of products are for a shorter duration.

		Year ended
		December 31, 2018
11	Other Income	
	Unrealized Foreign Exchange Gain	7,083
	Total	7,083
		Year ended
		December 31, 2018
12	Employee Benefits Expense	
	Salaries and wages	264,500
	Contribution to defined contribution schemes	20,123
	Staff Wellfare Expenses	6,071
	Total	290,694

(All amounts in USD, unless otherwise stated)

	Year ended
	December 31, 2018
Other Expenses	
Travelling and conveyance expenses	13,129
Legal and professional fees	23,324
Telephone and internet charges	978
Miscellaneous expenses	2,416
Total	39,847
	Travelling and conveyance expenses Legal and professional fees Telephone and internet charges Miscellaneous expenses

14 Related party transactions

A. Details of related parties:

Name of related parties	Description of relationship
Reliance Industries Limited	Ultimate Holding Company (w.e.f. Dec 11, 2018) (Control exists)
Radisys Corporation, USA	Holding Company (Control exists)
Reliance Industrial Investments and Holdings Limited	Fellow Subsidiary (w.e.f. Dec 11, 2018)

B. Details of transactions during the year and balance outstanding as at the balance sheet date:

	Particulars	Related Party	Year ended December 31, 2018
a)	Transactions during the year:		
	Commissions Revenue	Radisys Corporation, USA	339,969
	Sale of Subsidiary (Refer note 15)	Reliance Industrial Investments and Holdings Limited	14,504,329

	Particulars	Related Party	As at December 31, 2018
a)	Balance outstanding:		
	Trade Receivables	Radisys Corporation, USA	20,855

15 Sale of Investment in Subsidiary:

During the year, the Company sold its investment in Radisys India Private Limited, a wholly owned subsidiary to Reliance Industrial Investments and Holdings Limited, a fellow subsidiary for a consideration of USD 14,504,329. This being an intragroup transaction the resultant gain of USD 14,460,498 has been recognized directly in equity.

(All amounts in USD, unless otherwise stated)

			Notes	Non-current As at December 31, 2018	Current As at December 31, 2018	
16	Categorywise Classification of Financial Instruments					
	Fina	ancial assets				
	A.	Measured at fair value through profit or loss (FVTPL) Nil				
	B.	Measured at amortized cost (AC)				
		(i) Investments	3	4,143	-	
		(ii) Trade Receivables	4	-	20,855	
		(iii)Cash and Cash Equivalents	5	-	14,505,251	
	Financial liabilities					
	A.	Measured at fair value through profit or loss (FVTPL)				
		Nil				
	B.	Measured at amortized cost (AC)				
		(ii) Trade payables	9	-	4,396	

- 17 The Company is involved in rendering software related services solely to the holding company, Radisys Corporation, USA, through its branch in Australia. Accordingly, there is a single business and geographical segment.
- 18 These special purpose financial statements are prepared using accounting policies as described therein for the limited purpose of preparation of consolidated financial statements of the holding company, Radisys Corporation, from the audited consolidated trial balance which includes balances pertaining to the components. No financial statements were prepared up to the year ended December 31, 2017.
- 19 The Company on standalone basis is not a tax paying entity for income tax purposes, and accordingly, it does not recognise any expense for Income Tax. The Income tax liability resulting from the company's activities is the responsibility of Radisys Corporation, (Holding Company).
- 20 These financial statements have been authorized for issue by the management on June 11, 2019.

As per our report of even date

For Deloitte Haskins and Sells LLP

Chartered Accountants FRN 117366 W/W - 100018

Abhijit A. Damle

Partner Membership No: 102912

Place: Mumbai Date: 17th June, 2019 For and on behalf of the board

Director

Place: FRISCO, TX, USA Date: 11th June, 2019 Place: FRISCO, TX, USA Date: 11th June, 2019

Director