

NOTICE

Notice is hereby given that an 02/2020-21 extraordinary general meeting of the members of Sinch Cloud Communication Services India Private Limited will be held on Thursday 23rd day of July, 2020 at 02.00 pm (IST), at a shorter notice through video conferencing in accordance with the provisions of General Circular No. 14/2020 dated 8 April 2020 read with General Circular No. 17/2020 dated 13 April 2020 both issued by the Ministry of Corporate Affairs, Government of India at a shorter notice to transact the following business(es):

SPECIAL BUSINESS(ES):

Item No. 1: To issue 186,46,666 (One Crore Eight Six Lakhs Forty Six Thousand Six Hundred and Sixty Six) compulsorily convertible debentures having face value of INR 150/- (Rupees One Hundred and Fifty only) each aggregating to INR 2,79,69,99,900/- (Rupees Two Hundred Seventy Nine Crore Sixty Nine Lakh Ninety Nine Thousand Nine Hundred and Ninety only) at par on a preferential allotment basis

To consider and, if thought fit, to pass, with or without modification the following resolutions as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of section 179 (3), 71, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 13 of the Companies (Share Capital and Debentures) Rules, 2014 and such other rules as may be applicable, if any, framed thereunder, as may be amended from time to time, the Foreign Exchange Management Act, 1999 and the regulations thereunder: the Articles of Association of the Company, as amended from time to time; the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable; subject to such other approvals, permissions and sanctions, as may be necessary; and subject to such terms, conditions and modifications as may be considered necessary, the consent of the Shareholders of the Company be and is hereby accorded to the Board to offer, issue and allot on a preferential basis up to 186,46,666 (One crore eight six lakhs forty six thousand six hundred and sixty six) compulsorily convertible debentures) of INR 150/- (Rupees one hundred and fifty only) each (CCDs) at an issue price of Rs. 150/- calculated on the basis of valuation report dated 23rd July 2020] as obtained from Rajesh Mundra, Registered Valuer aggregating to INR 2,79,69,99,900/- (Rupees two hundred seventy nine crore sixty nine lakh ninety nine thousand nine hundred and ninety only)) on a private placement basis to Sinch Mobile AB, a company incorporated under the laws of Sweden, with corporate registration number 556969-5397 and having its office at Lindhagensgatan 74 7 SE-112 Stockholm, Sweden (Sinch Mobile)

RESOLVED FURTHER THAT, the CCDs being offered, issued and allotted to Sinch Mobile by way of a preferential issue shall inter alia carry the following terms:

Sinch Cloud Communication Services India Pvt. Ltd. CIN: U74999MH2017FTC294709

: #1, Office No.15, Navarathna Gardens, Sy. No 68, Narayana Nagar I Block, Kanakapura Main Road, Doddakallasandra, Bangalore 560062

Sweden: Lindhagensgatan 74, 7th Floor,112 18 Stockholm, Sweden



Private Cabin No TX B001 Basement Bhanti Solitaire Plot No 29, Sector 19D, Behind Satra Plaza, Vashi Navi Mumbai Thane -

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Form and Status of the CCDs: The CCDs are compulsorily convertible debentures denominated in Indian Rupees and having a face value of INR 150/- each.

Tenure: The term of the CCDs shall be a maximum of 10 years from the date of their issuance.

Interest:

- (i) The CCDs shall carry a coupon rate of 9% per annum for their entire tenure.
- (ii) For the first calendar year from the date of their allotment, the interest payable on the CCDs shall accrue on the last day of the calendar year (computed on the basis of a 365-days year).
- (iii) For every subsequent calendar year following the first year for the remaining Tenure, the interest payable on the CCDs shall accrue on the last day of every quarter, computed on the basis of a 365-days year or 366-days year, as the case may be, and the actual number of days elapsed.
- (iv) The interest on CCDs shall be due and payable within 7 days after the last date of each quarter, subject to the Company having sufficient cash available to make such interest payments.
- (v) The Company shall withhold and pay applicable taxes on the Interest, as and when the interest accrues.

Transfer: Transfer of the CCDs shall be permissible.

Conversion:

- (i) The CCDs shall automatically and mandatorily convert into Equity Shares at the expiry of 10 years from the date of their issuance (Maturity Date). Each CCD shall be convertible into Equity Shares in the ratio of 1:10 (Conversion Ratio).
- (ii) Sinch shall have the right, at its sole discretion, to convert all or a part of the CCDs into Equity Shares prior to the Maturity Date.

Other Conditions: Each CCD shall be converted in accordance with the Conversion Ratio, provided that no fractional shares shall be issued, and any fractional shares corresponding shall be rounded up to the next whole number of Equity Shares.

Taxes and Expenses: The Company shall bear all expenses, duties, taxes and any other costs relating to, or arising from, the issuance and conversion of the CCDs.

RESOLVED FURTHER THAT, the CCDs shall be issued and allotted by the Company to Sinch Mobile within a period of 60 (Sixty) days from the date of receipt of CCD subscription money from Sinch Mobile, and in no event later than 12 (Twelve) months from the date of passing of this resolution.

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RESOLVED FURTHER THAT, a private placement offer cum application letter in Form PAS-4, to be issued to Sinch Mobile to subscribe to the CCDs, as per the draft placed before the meeting is hereby approved and consent of the Shareholders of the Company is hereby accorded for the issuance of the same to Sinch to subscribe to the CCDs.

RESOLVED FURTHER THAT the Board of directors of the Company may modify the terms and conditions of the issue and allotment of said CCDs at any time at the interest of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the preferential issue of the CCDs without being required to seek any further clarification, consent or approval of the shareholders of the Company and that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

By order of the Board of Directors

For Sinch Cloud Communication Services India Private Limited

CLOUD COMMU

Divva Loganath

Director

DIN: 07942884

Address: Flat-2104, Sunscape, So

Talaghattapur Bangalore 560062

Apartment Kanakapura Road, Nice Road Junction,

Place: Bangalore Date: 23rd July, 2020



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Notes:

- 1. An explanatory statement, as required under Section 102(1) of the Companies Act, 2013 in respect of Item No. 1 is annexed hereto.
- Members of the Company which are body corporates shall be entitled to appoint their respective authorized representatives to attend and vote at the meetings as per Section 113 of the Companies Act, 2013.
- 3. Members, please note that in terms provisions of General Circular No. 14/2020 dated 8 April 2020 as issued by the Government of India, Ministry of Corporate (Circular), the members, including authorized representatives of body corporate shareholders, can participate in the EGM through video conferencing.
- 4. Members, including authorized representatives of body corporate shareholders, participating in the EGM through video conferencing shall be counted for the purpose of quorum.
- 5. In terms of the Circular, the members shall not have any right to appoint their proxies to attend the EGM.
- 6. Recorded transcript of the EGM shall be maintained in safe custody of the Company.
- 7. In terms of the provisions of the said Circular, the bridge for joining the EGM shall open at 01.45 pm (IST) i.e. 15 minutes prior to the scheduled time of meeting and shall remain open till 04.15 pm (IST) i.e. till the expiry of 15 minutes after the schedule time of EGM.
- 8. The Members will be allowed to pose questions during the course of the Meeting.
- 9. In case poll is required to be taken during the meeting, then the members, including authorized representatives of body corporate shareholders, can cast their vote on the resolution(s) by sending emails from their registered email ID to Mara.Silva@sinch.com.
- 10. In case of any technical issue faced while participating in the EGM through video conferencing or during the meeting, please feel free to reach out to Mara Silva at Mara. Silva@sinch.com. Documents and other statutory registers/records including valuation report, as required in terms of applicable provisions of the Companies Act, 2013 read with rules framed thereunder and applicable secretarial standard on General Meeting shall be available for inspection at the registered office of the Company during the normal business hours on all working days up to the date of EGM and also electronically available during the EGM.
- 11. Since, this EGM is being held at a shorter notice, therefore, the form for seeking consent to call this EGM at a shorter notice is attached to this notice.
- 12. Members should submit duly filled attendance slip, as attached to this notice.

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1: To issue 1,86,46,666 compulsorily convertible debentures having face value of INR 150/-(Rupees One Hundred and Fifty only) each aggregating to INR 2,79,69,99,900/- (Rupees Two Hundred Seventy Nine Crore Sixty Nine Lakh Ninety Nine Thousand Nine Hundred and Ninety only) at par on a preferential allotment basis

Keeping in view the obligations of the Company to perform its obligations under the share purchase agreement dated 15 June 2020 entered into between the Company, ACL Mobile Limited and the existing shareholders of ACL Mobile Limited, the Board of Directors of the Company (Board) at its meeting held on 23rd July 2020 has accorded its approval, subject to the approval of the shareholders of the Company by way of a special resolution, to raise funds through preferential issue by issuing up to 1,86,46,666 compulsorily convertible debentures of INR 150/- each (CCDs) to Sinch Mobile AB, a company incorporated under the laws of Sweden, with corporate registration number 556969-5397 and having its office at Lindhagensgatan 74 7 SE-112 Stockholm, Sweden (Sinch Mobile).

The CCDs will be offered pursuant to a private placement offer letter in the prescribed form (i.e., Form PAS-4). The price at which the CCDs are proposed to be issued has been determined on the basis of a valuation report prepared by Rajesh Mundra, Registered Valuer dated 23rd July 2020. Pursuant to such valuation report, the fair value of the compulsorily convertible debentures of the Company is INR 150/-(Indian Rupees One Hundred and Fifty Only) per CCD.

In accordance with, Sections 42 and Section 62 of the Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of a Special Resolution.

In accordance with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the disclosures in relation to the offer to subscribe to the CCDs on a private placement basis are set forth below:

(a) Particulars of the offer including date of passing of Board resolution: The Company proposes to raise up to INR 2,79,69,99,900 by offering and issuing by way of private placement up to 1,86,46,666 CCDs of INR 150/- (Indian Rupees One Hundred and Fifty Only) each on a private placement basis to Sinch.

The resolution of the Board approving the offer of the CCDs was passed on 23rd July 2020.



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- (b) Kinds of securities offered and the price at which security is being offered: Up to 1,86,46,666 compulsorily convertible debentures of INR 2,79,69,99,900/- (Rupees Two Hundred Seventy Nine Crore Sixty Nine Lakh Ninety Nine Thousand Nine Hundred and Ninety Only) each at a price of INR 150/- (One Hundred and Fifty Only).
- (c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The issue price of the CCDs has been arrived at on the basis of the valuation report prepared by Rajesh Mundra, Registered Value dated 23rd July 2020. Pursuant to such valuation report, the fair value of the shares of the Company is INR 150/- (Indian Rupees One Hundred Fifty Only) per debenture. The copy of the valuation report has been attached as Annexure A. The issue price of the CCDs is not less than the price determined under the valuation report.
- (d) Name and address of the valuer who performed valuation: Rajesh Mundra, Registered Valuer, Address: Office No. 135, First Floor, Topiwala Centre, Goregaon (W), Mumbai-400062
- (e) Amount which the company intends to raise by way of such securities: Up to INR 2,79,69,99,900.
- (f) Material terms of raising such securities, proposed time schedule, purposes or objects of the offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:
 - (i) Material terms of raising such securities:

Form and Status of the CCDs: The CCDs are compulsorily convertible debentures denominated in Indian Rupees and having a face value of INR 150 each.

Tenure: The term of the CCDs shall be a maximum of 10 years from the date of their issuance.

Interest:

- (i) The CCDs shall carry a coupon rate of 9% per annum for their entire tenure.
- (ii) For the first calendar year from the date of their allotment, the interest payable on the CCDs shall accrue on the last day of the calendar year (computed on the basis of a 365-days year).
- (iii) For every subsequent calendar year following the first year for the remaining Tenure, the interest payable on the CCDs shall accrue on the last day of every quarter, computed on the basis of a 365-days year or 366-days year, as the case may be, and the actual number of days elapsed.

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- The interest on CCDs shall be due and payable within 7 days after the last date of each quarter, subject to the Company having sufficient cash available to make such interest payments.
- The Company shall withhold and pay applicable taxes on the Interest, as and when the interest accrues.

Transfer: Transfer of the CCDs shall be permissible.

Conversion:

- (i) The CCDs shall automatically and mandatorily convert into Equity Shares at the expiry of 10 years from the date of their issuance (Maturity Date). Each CCD shall be convertible into Equity Shares in the ratio of 1:10 (Conversion Ratio).
- Sinch shall have the right, at its sole discretion, to convert all or a part of the CCDs into (ii) Equity Shares prior to the Maturity Date.

Other Conditions: Each CCD shall be converted in accordance with the Conversion Ratio, provided that no fractional shares shall be issued, and any fractional shares corresponding shall be rounded up to the next whole number of Equity Shares.

Taxes and Expenses: The Company shall bear all expenses, duties, taxes and any other costs relating to, or arising from, the issuance and conversion of the CCDs.

- Proposed time schedule: Within 60 (sixty) days of the receipt of CCD subscription money.
- Purposes or objects of offer: The proceeds proposed to be raised in terms of this preferential issue shall be utilised to enable the Company to perform its obligations under the share purchase agreement dated 15 June 2020 entered into by the Company, ACL Mobile Limited and the existing shareholders of ACL Mobile Limited.
- (iv) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of the objects: No CCDs are being offered to promoters, directors or key managerial personnel of the Company.
- Principal terms of assets charged as securities: No assets are proposed to be charged as security to this offer.

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Further, disclosures in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as mentioned below:

S. No.	Details	Particulars Particulars
entrode	Objects of the issue	The proceeds proposed to be raised in terms of this preferential issue shall be utilised to enable the Company to perform its obligations under the share purchase agreement dated 15 June 2020 entered into by the Company, ACL Mobile Limited and the existing shareholders of ACL Mobile Limited.
2.	Total number of CCDs to be issued	1,86,46,666
3. To ruga oldinari	Price or price band at/within which the allotment is proposed	Rs. 150/- (Rupees One Hundred and Fifty Only)
om za:	Basis on which the price has been arrived at along with the report of the registered valuer	Price of CCDs has been determined on the basis of valuation report dated 23 rd July 2020 as obtained from Rajesh Mundra, Registered Valuer.
5. morecomi emade li	Relevant date with reference to which the price has been arrived at	23 rd July 2020 The second control of the
6.	Class or classes of persons to whom the allotment is proposed to be made	Sinch Mobile AB, Sweden, Promoter of the Company.
and 7,700 and 10 robus as	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Sinch Mobile AB, Sweden, Promoter of the Company wil subscribe the offer. There is no intention of any other directors or key managerial personnel to subscribe to the offer
3D 8	Proposed time within which the allotment shall be completed	Within 60 (sixty) days of the receipt of CCD subscription money.

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		Name of proposed allottee Percentage of the post pre	Names of the proposed allottees and the percentage of the post preferential offer that may be held by them	9.
son Promotern' iolidings: nsinghonal		NIL	Change in control, if any, in the company that would occur consequent to the preferential offer	10.
21008290				
		One	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	11.
		Price of CCDs has been de report dated 23 rd July 2020 Registered Valuer.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	12.
late? baasi.	0(4,6)	As mentioned below	The Shareholding pattern of the Company before and after	13.
		appus, or their relatives are	the allotment of securities under the preferential offer	to vilar

The pre issue and post issue shareholding pattern of the Company:

Sr. No	Category	Pre Issue		Post Issue				
		No. of Equity Shares held	% of Equity Shareholding		No. of Equity Shares held	% of Equity Shareholdi	No. of CCDs	% of CCDs holding
A	Promoters' holding							
1	Indian:					The second secon		
	Individual	600 (auminio i	-	200	

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	Body Corporate	-		_	- [-	-	***
	Sub Total	-	-	-	-	-	-	Ne
2	Foreign Promoters	10,000	100		10,000	100	1,86,46,66	100
	Sub Total (A)	10,000	100	-	10,000	100	1,86,46,66	100

В	Non Promoters' holdings:					bîne w nigi	me compared to	
1	Institutional Investors	-	-	-	-	-	interpretation interpretation	_
2	Non Institution:	-	-	-	s so Date	oateg To 1	dourg ad!	
	Private Corporate Bodies		-	-	1 2255	atead.	BEALS Effected only	-
	Directors and Relatives		-	-	1107	lows to an	1 2 81 1937	-
	Indian Public	-	MF	-	-	-	-	-
	HUF/Individual		rmeneu kojek elik 2 za 6006 vdet 19	S. Aslah m	ATT 1 LEGALS		Appending	-
	Others (Including NRIs, OCB)	A	. [1,4]	ad pasais	Total Register	suredo n	e opreba-noo lew voelsgos	-
	Sub Total (B)	-	-	-	-	Tome chan	a sigot pail to	_
100000	Grand Total	10,000	100	Lenosop	10,000	100	1,86,46,66	100

None of the directors of the Company or their relatives are concerned or interested, financially or otherwise in the proposed resolution.



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In view of the above, the board of directors of the Company recommend the passing of the resolution set out as Item No. 1 as a Special Resolution.

By order of the Board of Directors

For Sinch Cloud Communication Services India Private Limited

Dixya Loganashan

Director

DIN: 07942884

Address: Flat-2104, Sunscape, Sobha Hillview Apartment Kanakapura Road, Nice Road Junction,

Talaghattapur Bangalore 560062

Place: Bangalore Date: 23rd July, 2020



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