

NOTICE & EXPLANATORY STATEMENT FOR AGM

NOTICE TO MEMBERS

Notice is hereby given that the **7th Annual General Meeting** of the Members of **Sinch Cloud Communication Services India Private Limited** to be held at a shorter notice on Friday, 20 December 2024 at 07:00 p.m. (IST) / 02:30 p.m. (CET) / 09.30 p.m. (SST) via video conferencing through MS Teams, to transact the following business:

Ordinary Business:

1) Approval of Audited Annual Accounts

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet, Cash Flow Statement & Statement of Profit and Loss Account for the financial year ended March 31, 2024, along with the Auditor’s Report and the Directors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

2) Appointment of Statutory Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act 2013 read with rules made thereunder, , M/s Deloitte Haskins & Sells LLP, Chartered Accountant, (Firm Registration No. 117366W / W-100018; Partner Registration no. 063828) be and is hereby appointed as Statutory Auditor of the Company and to hold office from the conclusion of this 7th Annual General Meeting for a term of 5 years till the conclusion of 12th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to digitally sign necessary forms with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard.”

Special Business:

3) Regularize the appointment of Mr. Nitin Singhal (DIN: 03623349) as Managing Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 196 and other applicable provisions of the Companies Act 2013 read with rules made thereunder, Mr. Nitin Singhal (DIN: 03623349), be and is hereby appointed as Managing Director of the Company with effect from 1 July 2024.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file requisite form in this regard and to do all such acts as may be necessary to give effect to this resolution.”

4) Regularize the appointment of Mr. Roshan Brice Saldanha (DIN: 08928639) as Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Roshan Brice Saldanha (DIN: 08928639), who was appointed as an Additional Director of the Company with effect from 1 July 2024 pursuant to the provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment, be and is hereby appointed as a Director, with effect from the date of this Meeting.

RESOLVED FURTHER THAT Mr. Nitin Singhal, Managing Director of the Company be and is hereby authorized to file requisite forms in this regard and to do all such acts as may be necessary to give effect to this resolution.”

5) Regularize the appointment of Ms. Ira Dhasmana (DIN: 10185671) as Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Ira Dhasmana (DIN: 10185671), who was appointed as an Additional Director of the Company with effect from 1 July 2024 pursuant to the provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers herself for appointment, be and is hereby appointed as a Director, with effect from the date of this Meeting.

RESOLVED FURTHER THAT Mr. Nitin Singhal, Managing Director of the Company be and is hereby authorized to file requisite forms in this regard and to do all such acts as may be necessary to give effect to this resolution.”

6) Regularize the appointment of Ms. Wendy Jane Johnstone (DIN: 10750453) as Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Wendy Jane Johnstone (DIN: 10750453) who was appointed as an Additional Director of the Company with effect from 23 August 2024 pursuant to the provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers herself for appointment, be and is hereby appointed as a Director, with effect from the date of this Meeting.

RESOLVED FURTHER THAT Mr. Nitin Singhal, Managing Director of the Company be and is hereby authorized to file requisite forms in this regard and to do all such acts as may be necessary to give effect to this resolution.”

7) Appointment of Secretarial Auditor of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules 2014 and other applicable provisions of the Companies Act 2013, M/s Manchanda & Associates (PCS - 19818) be and is hereby appointed as the Secretarial Auditor of the Company for the financial year 2024-25 for a remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus taxes.

RESOLVED FURTHER THAT Mr. Nitin Singhal, Managing Director of the Company be and is hereby authorized to sign and file requisite e-Forms with the Registrar of Companies, Ministry of Corporate Affairs, and to do all other deeds, things and acts that are necessary to give effect to the matter including all necessary returns and declarations and to make necessary entries in the statutory records and registers of the Company in relation to the appointment of the Secretarial Auditor of the Company.”

8) Re-appointment and remuneration of Cost Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and Companies (Cost Audit & Record) Rules, 2015, M/s. Vijender Sharma & Co., Cost Accountants, be and is hereby re-appointed as the Cost Auditor(s) of the Company to conduct audit of cost accounting records

maintained by the Company for product(s)/Services covered under the said rules and give its report for the year ending on 31st March 2025 at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and out of pocket expenses or such remuneration as may be agreed by the Board.

“RESOLVED FURTHER THAT the Mr. Nitin Singhal, Managing Director of the Company be and is hereby authorized to file requisite forms in this regard and to do all such acts as may be necessary to give effect to this resolution.”

9) Approval of Related Party Transactions for FY 2023-24 and projected transactions for FY 2024-25

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the following Related Party Transactions for FY 2023-24 and proposed Related Party Transactions for FY 2024-25 be and are hereby approved:

Sr. No	Name of Related Parties	Name of Services	Proposed FY 2023-24 (INR)	Actual FY 2023-24 (INR)	Proposed FY 2024-25 (INR)	Estimated for FY 2024-25 (INR)
Outflow						
1	SE01 Sinch AB (publ)	Re-imbursement of Management expenses	14,89,71,063	19,51,17,172	16,38,68,170	19,42,56,104
2	SE01 Sinch AB (publ)	Merger Cost	-	-	-	18,95,499
3	AE01 ACL Mobile DMCC	Operator costs	42,12,06,035	47,50,15,187	46,33,26,639	71,31,48,385
4	GB02 Sinch UK Ltd	Operator costs	87,79,765	-	96,57,742	-
5	BE01 Chatlayer BV	Operator costs	15,50,719	17,91,295	17,05,790	48,94,030
6	IN01 Sinch Cloud Communication Services India	Interest expense	4,54,00,172	-	4,99,40,189	-
7	SE03 Sinch Operator Software AB	Operator costs	6,80,07,648	6,42,20,881	7,48,08,413	4,76,88,054
8	SG03 Sinch Singapore Pte Ltd	Credit note issued	96,65,589	96,65,589	1,06,32,148	-
9	SE05 Sinch Holding AB	Salesforce license cross charged	57,75,148	34,76,627	63,52,663	53,82,200
10	US23 Mailgun Technologies Inc.	Operator costs	28,22,594	30,85,267	31,04,854	36,81,860
11	SE02 Sinch Sweden AB	Operator costs	17,58,53,024	17,86,76,607	19,34,38,326	19,34,38,326
12	SE02 Sinch Sweden AB	AWS Cloud Service	1,87,80,821	2,07,64,171	2,06,58,904	3,83,54,494
13	SE08 Sinch Mobile AB	Interest on Debenture	-	36,94,89,029	-	37,13,64,991
14	DE03 Messenger People GmbH	Operator costs	1,01,91,408	1,02,94,259	1,12,10,549	1,11,67,155
Inflow						
15	AE01 ACL Mobile DMCC	Other Income	12,98,508	11,91,199	14,28,359	8,29,196

Sr. No.	Name of Related Parties	Name of Services	Proposed FY 2023-24 (INR)	Actual FY 2023-24 (INR)	Proposed FY 2024-25 (INR)	Estimated for FY 2024-25 (INR)
16	BRO2 SINCH BR S.A.	Marketing and Meta Incentive	6,77,56,222	6,68,70,198	7,45,31,844	1,21,20,790
17	US06 Sinch Interconnect LLC	Reimbursement of Employee and other cost	50,00,00,000	40,52,64,370	55,00,00,000	16,83,75,600
18	SEO2 Sinch Sweden AB	Rendering SMS Services	24,47,18,314	24,91,31,314	26,91,90,145	30,17,75,827
19	SEO2 Sinch Sweden AB	Reimbursement of Employee and other cost	4,98,29,567	5,00,36,340	5,48,12,524	5,48,12,524
20	SEO3 Sinch Operator Software AB	Reimbursement of Employee and other cost	2,59,05,012	3,99,37,384	2,84,95,513	2,84,95,513
21	INO4 ANPI India Research and Development Pvt Ltd	Reimbursement of Employee and other cost	-	80,000	-	-
22	SEO5 Sinch Holding AB	Reimbursement of Employee and other cost	26,83,475	26,83,475	29,51,823	-
23	SEO8 Sinch Mobile AB	Rendering SMS Services	83,53,683	82,65,097	91,89,052	10,77,104
24	SEO8 Sinch Mobile AB	Reimbursement of Employee and other cost	-	1,04,47,408	-	29,75,837
25	US03 Sinch America, Inc	Rendering SMS Services	50,00,00,000	44,59,11,315	55,00,00,000	5,59,383
26	MY02 ACL Max Global Sdn. Bhd.	Interest income	1,65,08,942	1,70,23,587	1,81,59,836	2,41,37,033
27	MY02 ACL Max Global Sdn. Bhd.	Reimbursement of Employee and other cost	56,35,203	59,33,547	61,98,724	86,08,041
28	DE03 Messenger People GmbH	Reimbursement of Employee and other cost	4,09,88,791	4,19,56,209	4,50,87,670	1,65,02,227
29	SEO1 Sinch AB (publ)	Group Service Fee	-	-	-	5,87,17,220
			2,38,06,81,703	2,67,63,27,527	2,61,87,49,877	2,26,42,57,393

By Order of the Board of Directors

Sinch Cloud Communication Services India Private Limited

Nitin Singhal
Managing Director

DIN 03623349

Date: December 20, 2024

Place: Noida

NOTES:

1. A Member entitled to attend, and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies in order to be effective should be received at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
2. Corporate Members if any, are requested to send to the Registered Office of the company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the Annual General Meeting are annexed.
4. Members are requested to intimate change in their address, if any, to the Company at its Registered Office.
5. Members are requested to quote folio numbers in all correspondence with the Company.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.

STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013.**Item No. 3: Regularize the appointment of Mr. Nitin Singhal (DIN: 03623349) as Managing Director of the Company**

The designation of Mr. Nitin Singhal (DIN: 03623349) was changed from Director to Managing Director w.e.f. 1 July 2024.

The Board recommends ratification of his appointment as Managing Director of the Company.

The Board recommends this resolution for adoption.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Nitin Singhal are concerned or interested in this resolution.

Item No. 4: Regularize the appointment of Mr. Roshan Brice Saldanha (DIN: 08928639) as Director of the Company

Mr. Roshan Brice Saldanha (DIN: 08928639) was appointed as Additional Director w.e.f. 1 July 2024 to hold the office upto this Annual General Meeting.

The Board recommends ratification of his appointment as the Director of the Company.

The Board recommends this resolution for adoption.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Roshan Brice Saldanha are concerned or interested in this resolution.

Item No. 5: Regularize the appointment of Ms. Ira Dhasmana (DIN 10185671) as Director of the Company

Ms. Ira Dhasmana (DIN 10185671) was appointed as Additional Director w.e.f. 1 July 2024 to hold the office upto this Annual General Meeting.

The Board recommends ratification of her appointment as the Director of the Company.

The Board recommends this resolution for adoption.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Ms. Ira Dhasmana are concerned or interested in this resolution.

Item No. 6: Regularize the appointment of Ms. Wendy Jane Johnstone (DIN: 10750453) as Director of the Company

Ms. Wendy Jane Johnstone (DIN: 10750453) was appointed as Additional Director w.e.f. 23 August 2024 to hold the office upto this Annual General Meeting.

The Board recommends ratification of her appointment as the Director of the Company.

The Board recommends this resolution for adoption.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Ms. Wendy Jane Johnstone are concerned or interested in this resolution.

Item No. 7: Appointment of Secretarial Auditor of the Company

As per Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 Secretarial Audit is applicable on the Company.

Secretarial Audit is applicable on:

1. Every listed company; *OR*
2. Every public company having a paid-up share capital of fifty crore rupees or more; *OR*
3. Every public company having a turnover of two hundred fifty crore rupees or more

And shall annex with its Board's Report made in terms of sub-section (3) of section 134, a secretarial audit report, given by a Company Secretary in practice, in such form (Form No.MR-3) as may be prescribed.

The Board recommends this resolution for adoption.



None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution.

Item No. 8: Reappointment and Remuneration of Cost Auditors

Pursuant to section 148(3) of the Companies Act 2013 read with Rule 14 of the Companies (Cost Audit & Record) Rules, 2015, cost audit shall be conducted by Cost Accountant in Practice who shall be appointed by the Board on such remuneration as determined by the members in such a manner as may be prescribed.

The Board has recommended a remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and out of pocket expenses for the cost audit by M/s. Vijender Sharma & Co., Cost Accountants for the financial year 2024-25. The Board has approved the said remuneration.

The Members of the Company proposes to re-appoint and ratify the remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and out of pocket expenses for the cost audit by M/s. Vijender Sharma & Co., Cost Accountants for the financial year 2024-25.

The Board recommends this resolution for adoption.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in this resolution.

Item No. 9: Approval of related party transactions for the FY 2023-24 and proposed 2024-25

As per section 188 of the Companies Act, 2013 read with rule 15(2) of the Meeting of its board and power rules 2014, members are requested to approve the actual related party transactions for the FY 2023-24 and proposed related party transactions for FY 2024-25.

The Board recommends this resolution for adoption.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution.

By Order of the Board of Directors

Sinch Cloud Communication Services India Private Limited

Nitin Singhal
Managing Director
DIN 03623349
Date: December 20, 2024
Place: Noida