ISSUE 15 • AUG 2023



HOTTEST EDITION

In this hottest edition, we have an exciting lineup of stories and developments to share. Our cover story dives into the intriguing journey of **Babylon**, a UK-based HealthTech startup that has taken the industry by storm. We highlighted our nomination at the Global Entrepreneurship Congress: An Upcoming Milestone.

Our legal series on financial instruments continues in this edition, with a comprehensive overview of **convertible notes**. Our innovation hub, **The playroom**, is buzzing with activity as we introduce four new groundbreaking processes that promise to revolutionize the corporate innovation landscape.

Our team of experts evaluated **12 promising startups** from different corners of the world. As we continue to foster international partnerships, we extend a warm welcome to **Brazilian startups** in India. Lastly, but certainly not the least, we bid a fond **farewell to Akash Kumar**, who has diligently served as our Head of Due Diligence.

STARTUPSCALE360 NEWSLETTER

STARTUPSCALE

TABLE OF CONTENTS

The fall of Babylon	2-4
Entrepreneurship Congress	5-6
Convertible Note	7-10
Playroom – Future of Work	11
Dealsroom – 12 startups	12-15
Brazilian Startups	16
Farewell to Akash Kumar	17
Meet Our Team	18

The Fall of Babylon

From Darling to Disaster. The Transformative Journey and Turbulent Fall of Babylon.

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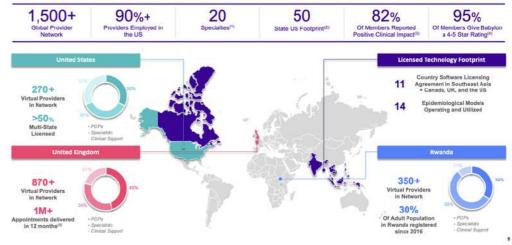


Babylon - The transformative Journey

The healthcare industry has undergone significant transformations in recent decades, encompassing accessible insurance, convenient doctor consultations, and medication availability. Additionally, the emergence of health tech startups worldwide has played a pivotal role in advancing healthcare quality. One such startup is Babylon Health, established in London in 2013 by Ali Parsa, a British-Iranian former banker. The company is named after the ancient city of Babylon, where citizens gathered to share tips on how to treat their ailments.

Babylon Health is a digital-first health service startup that offers an Al-powered platform with virtual clinical services, connecting patients with healthcare professionals through web and mobile applications.

Since introducing its subscription model in the UK in 2013, Babylon has expanded its reach to 17 countries, including the USA, Rwanda, India, and Cambodia. The company serves over 20 million individuals and conducts more than 5,000 consultations daily.



workweek.com/2023/05/16/downfall-of-babylon-health/

In January 2016, Babylon secured a record \$25 million in funding for a European digital health venture. Concurrently, the company initiated its expansion into North America.

Hugh Harvey's analysis of software



kingsfund.org.uk/about-us/whos-who/hugh-harvey

Harvey couldn't help but think, "This doesn't truly qualify as artificial intelligence." In the latter part of 2016, Hugh Harvey was employed as a consultant doctor within the United Kingdom's National Health Service (NHS). During his academic pursuits, Harvey had explored machine learning and recognized the potential for artificial intelligence to bring about a revolutionary transformation in healthcare. Harvey had the chance to examine the software that generated significant excitement within the company. What he encountered was a collection of Excel spreadsheets containing clinical decision pathways crafted by junior doctors at Babylon. These pathways essentially segmented the human body into distinct parts, and depending on the user's selection, the application would follow what they referred to as "clinical flows" or decision trees.

About the Author



Aishwarya Rathi

Works as Analsyt under Deal360 platform of Startupscale360 FZE, Aishwarya is responsible for screening all startup deals and performing detailed due diligence. She also leads Entrepreneurship World Cup in the UAE, Malaysia, Madagascar and Morocco, in addition to working with the team with Codelattice360, our venture building platform.

The rapid growth

Babylon continued to gain momentum, securing contracts with the NHS and British health insurance providers, while sealing a partnership with the Chinese tech giant Tencent to provide services through WeChat. They raised an additional \$60 million in April 2017 to enhance their AI capabilities. In August 2019, Babylon organized a series C funding round, attracting \$550 million from Saudi Arabia's Public Investment Fund. In May 2020, Babylon teams up with Mount Sinai Health announced a partnership with Mount Sinai Health Partners, the base of partnership would help for providing application and its services during Covid-19 pandemic to New Yorkers.



to launch Al-based app in New York City

When Babylon eventually went public on the New York Stock Exchange in 2021 via a SPAC, its valuation stood at an impressive \$4.2 billion. Despite losing major contracts, including one with the NHS, Babylon secured a 10-year agreement to develop health services for the city of Wolverhampton. This move also presented an opportunity for the company to distance itself from concerns related to patient safety and corporate governance raised by a clinician in the UK.



Technology

Telehealth startup Babylon to go public via \$4.2 billion SPAC deal

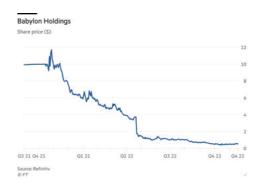
The downfall and de-listing

The AI-powered digital service faced challenges when it became the subject of complaints from the Medicines and Healthcare products Regulatory Agency (MHRA) and British doctors. These complaints revolved around concerns that the software might overlook severe medical conditions. Subsequently, Babylon encountered financial difficulties as its two foundational modelsan AI-based triaging system and a digital medical practice—struggled to generate revenue.

The company's losses ballooned to \$221.4 million in 2022 as it aggressively pursued growth, leading to a rapid decline in its share price. The signs of trouble were emerging. Babylon's fortunes took a further downturn in 2022 when its stock prices plummeted, ultimately leading to the removal of its shares from the New York Stock Exchange. On June 28, 2023, the company officially announced this delisting, marking a significant downfall for the once-prominent telehealth giant. By 2023, Babylon actively sought a buyer, and it initially appeared to have found one in the Swiss health tech startup, MindMaze. However, the merger with MindMaze abruptly fell apart due to undisclosed reasons.

Consequently, Babylon's leadership made the difficult decision to wind down its operations in the United States on August 11, 2023. This move prompted Babylon to initiate the process of seeking buyers for its assets, resulting in the declaration of insolvency for its U.S. operations. The aim was to redirect the company's focus to its U.K. operations, which had teetered on the brink of bankruptcy for several months. In the most recent turn of events, Babylon's U.K. subsidiary entered administration, and eMed stepped in as the new owner of Babylon Healthcare Services Limited.

In mid-August of that year, after a rescue deal fell apart, it was announced that the UK division of the business was entering administration—a process akin to bankruptcy protection in the US. Consequently, the company closed its US headquarters, initiated layoffs of numerous employees, and filed for bankruptcy in the United States as well.



Forbes

RBES > INNOVATION > HEALTHCARE

Bankrupt Digital Health Company Babylon Sells U.K. Assets For Just \$620,000

In summary, Babylon's decline, which ultimately led to the sale of its assets to eMed, signifies the end of a once-promising era for the telehealth startup. While GP at Hand continues its operations, the fate of the remaining services now lies in the hands of the eMed Company. However, there remains a lingering question about whether eMed can turn a profit from a previously loss-making business.

Experts attribute the failure of companies like Babylon to the inherent challenge of replacing human healthcare professionals with algorithms. There exists a fundamental disconnect between the fast-paced, disruptive culture of tech startups and the healthcare industry, where patient care demands a careful and context-sensitive approach.

19-22 SEP 2023

We are deeply honoured to be recognized as a finalist for the GEN Compass Awards in two distinct categories. Entrepreneurship World Cup UAE has received a nomination for the "Entrepreneurship World Cup (EWC) Campaign of the Year," while Startupscale360 FZE has been nominated for the "GEN Rookie" category. We are delighted to bring pride to the United Arab Emirates.



The GEN Compass Awards serve as a beacon of acknowledgment for outstanding contributions in the realms of entrepreneurship, policy development, support for investors, and groundbreaking research. These awards pay tribute to both individuals and organizations dedicated to making a significant impact in facilitating the growth and success of entrepreneurs worldwide.



GLOBAL ENTREPRENEURSHIP **CONGRESS 2023** MELBOURNE



We are thrilled to share that our CEO. Swethal Kumar, will be a speaker at the upcoming Global Entrepreneurship Congress 2023 (#GEC2023) in Melbourne at Melbourne Convention and Exhibition Centre from September 19th to 22nd. This is a must-attend event for anyone passionate about entrepreneurship and innovation!

Swethal Kumar will be taking the stage in three thought-provoking panels:

EntrepreneurshipWorldCup Summit: Fostering **Innovation-Driven Entrepreneurship** 🗂 Date: September 21, 2023 (-) Time: 13:00 to 15:00 with Jayren Teo, Esam Hammad, Olawale Anifowose, DBA, Chad Renando, Ana Maria Torres, Jorge Lawson, Mahlatse Tolamo, John Matlosa, Nejdeh Hovanessian, Steve Cheah, Juan Esteban Dousdebés Costa, and Bibhu Mishra

SPEAKERS





Network



Exec Dir Of GEN Accelerates, Global Entrepreneurship



UNITED ARAB EXAMPLETES

CEO & Managing

Partner

Startupscale360 FZE



SPEAKERS

Mike Ducker **Director Strategic** inalitives , GEN Accelerates

Mentorship Excellence: Supporting Internationalization **Efforts for Scaleups** 🗂 Date: September 20, 2023 (-) Time: 14:00 to 15:00 with Jeff Hoffman, Susan Amat, and Mike Ducker





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Attracting Scaleups: Developing Soft Landing Plans that Work for Entrepreneurial Hubs Date: September 20, 2023 • Time: 16:00 to 17:00 with Hadi Saeed Alshakhori

SPEAKERS



Swethal Kumar

CEO & Managing

Partner,

Startupscale360 FZE

TED ARAB EMIRATES



Hadi Alshakhori SAUDI ARAS Director / Representative , GEN Saudi Arabia

19-22 SEP 2023

6

THE **LEGAL JUSTICAL CONVERTIBLE NOTE**





CONVERTIBLE NOTE

FINANCING

Financing is vital for startups to bring their ideas to fruition and maximize their potential. Without sufficient funds, even the most groundbreaking concepts may remain unrealized or fail to gain traction.

Startup funding, often obtained through investors, serves as the fuel for growth and expansion. However, it is equally important to establish proper legal instruments to safeguard the startup's interests.





DHANYA SREE

The author is an experienced lawyer in startup ecosystem, Dhanya has border experience in corporate commercial transactional advisory and legal advisory practice, and has considerable experience in regulatory and compliance practice.

INTRODUCTION

This write-up explores the type of financing instruments for startups, emphasizing their role in securing funds and protecting all parties involved. By understanding these aspects, startups can make informed decisions and navigate the fundraising process with confidence, propelling their entrepreneurial journey towards success.

We will delve into four common financing instruments used by startups in four series. In this edition we will cover the Convertible Note.

CONVERTIBLE NOTE

In the world of startup funding, convertible notes have emerged as a popular and widely understood financial instrument. These notes, essentially loans provided by investors, possess the unique ability to convert into an equity stake in the company under specific conditions, typically upon a priced preferred stock financing. Their flexibility and advantages make them the preferred choice for completing seed rounds in many cases.

One of the major advantages of convertible notes is their well-established nature, which is familiar to companies, investors, and their legal representatives. This familiarity allows for a streamlined process and a shorter timeline for completion, accompanied by relatively lower legal fees. Such efficiency is undoubtedly a valuable asset in the fast-paced startup environment. Convertible notes offer a significant level of operating flexibility. Founders can make decisions with more autonomy since these notes do not impose the typical controls that preferred stock investors often require. This freedom allows founders to navigate their business journey more independently and adapt to changing circumstances.

Valuation is another crucial aspect that makes convertible notes an attractive choice. By using these notes, companies can delay negotiations regarding their valuation until the priced preferred stock round, saving time and effort. Although there is usually a cap and/or discount involved, which serves as a maximum approximate valuation, the opportunity to defer precise valuation discussions can be advantageous.

When structuring a convertible note round, it is recommended to establish a note facility. This means having multiple investors participating under one note purchase agreement. This approach allows for easier amendments to the notes, as a majority of investors in the round can typically initiate changes. This flexibility becomes essential if adjustments need to be made, such as extending the maturity date or modifying other terms before or in conjunction with a priced preferred stock financing.

Despite their numerous advantages, convertible notes do come with some disadvantages that require careful consideration. Firstly, notes need to be repaid upon maturity or event of default, which can pose challenges if the company lacks the necessary funds. However, in cases where the maturity date passes without a priced preferred stock round taking place, investors often agree to extend the maturity date, granting the company additional time to secure the Series A funding.

Another factor to bear in mind is the potential dilution to founders. Typically, outstanding convertible notes are factored into the pre-money capitalization of the next financing round, resulting in dilution for existing stockholders, including founders and early employees. However, this dilution does not affect new preferred stock investors who join the subsequent funding round.

Lastly, if not properly drafted, convertible notes can create an unexpected windfall for note investors in the event of a liquidation. Unless structured to convert into a shadow preferred stock or a partial preferred/common blend, the notes can give note investors preferential treatment during liquidation, potentially surpassing common equity.



When creating convertible notes, make sure to include these important terms:

- **Conversion Events:** Events that trigger the conversion of notes into equity, such as a financing round, company acquisition, or maturity date.
- Automatic or Voluntary Conversion: Specify whether conversion happens automatically or requires consent from the noteholder(s).
- **Conversion Price:** The price at which notes convert into equity, usually determined by a valuation cap or a discount on the future share price.
- **Change of Control Premium:** Additional payment or conversion terms if the company undergoes a change in ownership.
- Interest Rate: The rate at which interest accrues on the principal amount of the notes.
- Maturity Date: The deadline for repayment of the notes, typically within 12 to 24 months.
- **Events of Default:** Predefined conditions that, if breached by the issuer, may lead to accelerated repayment or other consequences.

In conclusion, convertible notes have become a valuable tool for startups seeking seed funding. Their advantages, including their well-established mechanics, operating flexibility, and deferred valuation negotiations, make them a popular choice among companies and investors. However, it is important to be aware of the potential drawbacks, such as repayment obligations, dilution to founders, and the need for careful drafting to avoid unintended consequences during liquidation. By considering these factors, entrepreneurs can make informed decisions regarding their funding strategy and chart a successful course for their startups.

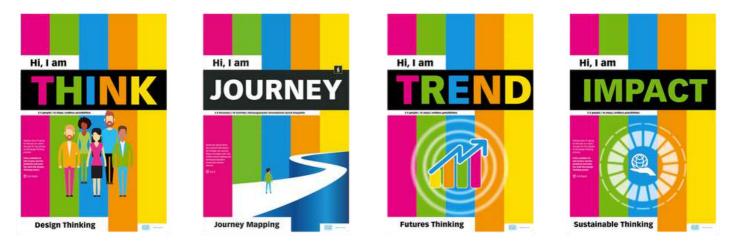




Spanish Version The Playroom launched

Our Edding team has launched in Bogotá, Colombia = the Spanish version of our design thinking framework at Edutechnia, LATAMs biggest fair for tech in education. We had workshops and numerous discussions with representatives from universities and partners from Argentina Colombia = and Ecuador = and are thrilled by the feedback.

Introducing four new process frameworks:



Happy to introduce the full spectum of the Playroom Essentials series, 4 process frameworks for state of the art methodologies <u>#designthinking #journeymapping #futuresthinking</u> <u>#sustainablethinking</u> All frameworks are available in a wall and flip chart format, supporting in-depth workshops can be booked on all topics.



Collaboration and teamwork:

Our processes foster collaboration and teamwork, which are invaluable skills for achieving goals. Utilise our methods to facilitate teamwork, encourage idea sharing, and teach them the benefits of learning from one another. Implement our processes for collaborative projects and create opportunities for analysing, evaluating, and solving real-world business problems.





STARTUPSCALE 2360



from our Dealroom STARTUPS EVALUATED

Skyrex

FinTech

Pre-Seed Stage



Skyrex introduces an innovative and user-friendly smart portfolio management platform designed to revolutionize the trading experience. With advanced automation tools and robust analytical capabilities, Skyrex empowers traders to generate passive income while automating their trading strategies. By removing emotional biases, users can make datadriven decisions, boosting their confidence in trading. The platform provides consolidated dashboards for essential trading and portfolio information, along with a trading diary for comprehensive trade tracking and data export capabilities. Skyrex.io offers remarkable features, including a Plug & Play AI Bot for automated trading, predefined strategies to remove emotions from trading, and key performance metrics for analytics. It also includes a trading terminal for automation, effective responses to market fluctuations, and easy assessment of risks and rewards.

Anvizent

skyrex

Data process automation

Seed Stage



Anvizent specializes in an automated data analytics platform tailored for data warehouse automation services. Their platform encompasses a range of products, including data integration, data marts, data warehousing, and business intelligence. This suite of offerings is deployed at a significantly reduced cost, leveraging KPIs and real-time dashboards to deliver instant insights into performance. Clients can seamlessly integrate data from various applications and remain analytics-ready at all times. Their solution comprises an intuitive guided interface for gathering data requirements, akin to how ChatGPT collects information from consumers. It also automates the tasks typically handled by developers or data engineers for analysts, streamlining data delivery to teams, systems, and dashboards in the required format. The company's target audience includes manufacturing companies dealing with ERP challenges and data-centric vertical service providers.



OG Labs Research

OG's primary goal is to harness the power of AI to create smooth and efficient connections between various communication nodes like telecom towers, mobile devices, satellites, and IoT devices. The ultimate objective is to unify these diverse connections into a centralized system that can be managed from anywhere, irrespective of geographical constraints or network availability. OG's services cover various channels, including telecom networks, peer-to-peer devices, and satellites. All of these operate within a dynamic Al-driven framework designed to bridge connectivity gaps, ensuring that individuals can stay connected even when faced with network disruptions. This

innovative approach by OG also leads to reduced roaming costs for telecom companies.

DeepTech

GlobeTasters

FoodTech

Pre-Seed Stage



Pre-Seed Stage







Continue...

Fanera



Seed Stage





Football offers a continuous experience, encompassing fans' emotional sharing before, during, and after matches. The current issue with social media lies in its fragmented content, lacking specificity for football, while existing football apps primarily focus on match-related communication, neglecting the fan aspect. It stands out as the ultimate fan engagement application for devoted football fans. This platform not only links fans globally but also empowers them to forge their own football communities, a space where their passion for the sport can be freely exchanged. Furthermore, it provides cuttingedge features such as gamification and tailor-made content. By seamlessly blending elements of social media, content streaming, and incentives, Fanera spearheads a revolution in fan engagement. It is a football-focused app crafted by and for football aficionados.

Vector Globe

ClimateTech

Seed Stage



VectorGlobe has been established with the primary objective of addressing a significant gap within the context of the industrial 4.0 landscape. One of the pressing concerns for the industry is the lack of access to real-time carbon emissions data. This drawback greatly hinders their ability to effectively monitor and mitigate their environmental impact. Leveraging its core competencies encompassing technical expertise, consulting proficiency, and industry-specific knowledge, it offers a comprehensive solution to empower organizations to promptly address emissions. This is achieved through the provision of a comprehensive technological framework designed to digitalize machinery and ameliorate environmental consequences. It's approach is centered around supporting enterprises in achieving enhanced efficiencies and emission reduction by means of real-time monitoring of impact, performance, and diagnostic data.



VECTORGLOBE

Greenstock

Climate Tech

Pre-Seed Stage





Greenstock offers a unified marketplace for the trading of deadstock. It represents a cloud-based platform designed to streamline logistics for vetted construction and manufacturing firms, facilitating the efficient exchange of deadstock. This brings advantages to sellers by addressing resource wastage and reducing costs tied to the inefficient use of new materials. Additionally, it aids in cutting storage expenses and lessening environmental impact. The platform empowers users to conserve materials, oversee transportation and storage, and compile relevant documentation. These features, in turn, empower buyers to optimize their profits, shorten lead times, and navigate around minimum order constraints. It provides a comprehensive service encompassing collection from the seller's location and delivery to the buyer's doorstep.

PropFTX

PropTech

Pre-Seed Stage



PropFTX provides fractionalized high end curated deal with small affordable ticket size, onestop shop means hassle free real estate transaction and property management, in addition to multiple asset classes such as residential, commercial, and plots. It is a cutting-edge digital real estate marketplace that combines web3 technology and real estate assets. It is one of the first buy-and-sell platforms in the real estate industry that guarantees ownership evidence, liquidity, and transparency. Platform offers one stop for all the real estate market needs such as property developer (issuer onboarding), investor onboarding, fractional tokenisation, secondary trading, corporate exercises. It has simple process for onboarding which involves: first sign up by retail/institutional, next KYC completion, bank account verification, AML check, payment via different options, investment, real estate fractionalized property ownership.



propFTX



Continue...

Ready My Space E-Commerce Pre-Seed Stage



READY MY SPACE The semi new furniture store Ready My Space operates as a digital marketplace offering secondary furniture to its clientele. The company's approach involves procuring pre-owned items, meticulously restoring them, and subsequently reintroducing them to the market. Drawing from the founder's personal experience spanning 7 to 8 years of working in the UAE, a time during which he encountered difficulties purchasing reliable secondary items from the local market, an idea took root. This idea was further fueled by his background hailing from a West Bengal village in India, where the primary occupation is carpentry. The process begins with the acquisition of used furniture from individuals in Dubai. These items are carefully evaluated and researched, with the company offering cash payments ranging from 0% to 25% of their original value for the products, often minimally used and remain in good condition.

Santra

Market Place

Pre-Seed Stage



Santra stands as a pioneering virtual marketplace situated in the UAE, specializing in handcrafted culinary delights and confections. The platform's primary focus is on bolstering small-scale entrepreneurs and artisanal food creators, furnishing them with an intuitive online portal that serves as a launchpad for expanding their enterprises and accessing a broader clientele. Santra plays a pivotal role in empowering local residents to transform their homes into fulfilling careers, allowing them to indulge in their passions on a daily basis. Notably, a significant proportion of their vendors, approximately 90%, are Emirati women, contributing to the establishment of a community that actively combats unemployment challenges. Central to its operation is a dedicated application that enables home-based entrepreneurs to seamlessly manage their operations and tap into an extensive customer base.



HeARTHealth

HealthTech

Pre-Seed Stage





HeARTHealth Technologies emerged in response to the escalating global mortality linked to Cardiovascular Disease (CVD), impacting an estimated 523 million individuals worldwide. The severity of the situation is exacerbated by a severe shortage of cardiologists, with just one for every 30,000 people, as reported by the Cardiologist Society of India in 2021. The advent of the Covid-19 pandemic worsened cases of sudden cardiac death, heart failure, and heart attacks. The current process of detecting is time-consuming, with cardiac MRI taking up to an hour, and radiology reports needing a full day. HeARTHealth is introducing ONECardio, an innovative AI-powered clinical decision support system tailored for accurate screening, diagnosis, prognosis, and management of cardiovascular conditions. It harnesses AI-driven cardiac MRI analysis and clinical decision support tools, with deep learning continuously improving accuracy, supported by a specialized dashboard with guantitative biomarkers and radiomics.

Evaluemate

HR Tech

Pre-seed Stage



To combat a high turnover rate and a flood of applicants for junior sales and back-office roles, an Al-driven initial screening interview platform was born. Sorting through numerous applications proved time-consuming and inefficient, with the traditional CV review process often biased and prone to favoritism. Additionally, scheduling and conducting preliminary interviews strained resources. Enter Evaluemate, an Al interview bot capable of autonomously conducting 10-15 minute screening interviews. It engaged applicants in a human-like manner, asking relevant questions based on their background and job requirements. The bot transparently revealed its artificial nature to ensure fairness, eliminating biases. Candidates were assessed on merit, skills, and suitability, with scores and comprehensive reports provided to HR for informed decisions.



WE WELCOME BRAZILIAN STARTUPS TO INDIA



Akash Kumar David, Head of Due Diligence with Startupscale360 FZE met Brazilian startups in Bengaluru, India. By driving digital innovation, we aims to facilitate collaboration, knowledge sharing, and business growth in India for Brazilian startups.





Allan Carniel, CEO of Neokohm Telematics Intelligence, Osmar Bambini, CEO of umgrauemeio, Marcio Rodrigues, CEO of Bion Global LTD, Rubens Fernando Mendrone, CEO of LINDA, and Carlos Schmiedel, CEO of Predify S.A. presented their business model, products and solutions to Akash. XXX

We bid farewell to a remarkable member of our Startupscale360 FZE family, Akash Kumar. 🚀

Over the past three years, Akash has been the driving force behind our Deal360 platform, evaluating over 500 deals and helping us make crucial decisions. II His dedication and expertise have truly been invaluable.

Not just that, he played a pivotal role in the success of the Entrepreneurship World Cup UAE 2022 – a testament to his commitment to our mission of fostering entrepreneurship.

For this special occasion, our global team came together virtually from different corners of the world **S**, highlighting the profound impact Akash has had on our company. Thanks to Vijith Sivadasan, Vikas Mohandas, Riya Chatterjee, Aishwarya Rathi, Kavisha G, Zainab Thasneem, and Gefei.

We are also grateful to have our founding partner, Frank Samson, join us to celebrate this momentous farewell.



>>>>>



Thank You and Good Luck



BOOK COMPLIMENTARY SESSION WITH OUR EXPERTS



MEET OUR TEAM



SWETHAL KUMAR Founder & CEO UAE



RENE MASSATTI Head of Playroom Austria



AISHWARYA RATHI Analyst - Due Diligence India



VIKAS MOHANDAS Head of Venture Studio UAE



RIYA CHATTERJEE Ecosystem Lead India



KAVISHA GOEL CF0360 Lead India





TAPIWA SENAH Director of Operation, EWC2023 UAE

66 World Class Team

THANK YOU For Reading!

STAY TUNED FOR OUR NEXT ISSUE



Visit startupscale360 website



Contact: Swethal Kumar founder & CEO