Date: 02 September 2026

The Manager, Listing Department
National Stock Exchange of India Limited (NSE)
'Exchange Plaza', C-1, Block G, Bandra - Kurla Complex,
Bandra (E), Mumbai – 400 051.
Script Code: SERVICE

Dear Sir/Madam,

Sub: Notice and Annual Report of 15th Annual General Meeting of the Company for the Financial Year ended 31st March 2026.

With regard to captioned subject matter and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, we are enclosing herewith a copy of notice and Annual Report of 15th Annual General Meeting (AGM) of the Company scheduled to be held on **Friday, 25th September 2026 at 12.00 pm** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for the year ended 31st March 2026. The Annual Report is available on the website of the Company i.e. on www.servicecare.in

Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, the cut-off date for the purpose of E voting, shall be Friday, 18th September 2026.

Information at a glance:

Particulars	Details
Time and date of AGM	Friday, 25th September 2026 at 12:00 PM
Mode	Video conference & other audio-visual means (OAVM)
Book Closure start date	Saturday, 19th September 2026
Book Closure end date	Friday, 25th September 2026
Cut-off date for e-voting	Friday, 18th September 2026
E-voting start date	Tuesday, 22nd September 2026
E-voting end date	Thursday, 24th September 2026

You are requested to take same on record.

Thank You.
For **Service Care Limited**

VEENA GIRISH KULKARNI
Digitally signed by VEENA GIRISH KULKARNI
Date: 2026.09.02 11:44:05 +05'30'

Veena Girish Kulkarni
Company Secretary
M. No: ACS 69226
Email: compliance@servicecare.in

Notice to the Members

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the Act) that the Fifteenth (15th) Annual General Meeting (AGM) of Service Care Limited (formerly known as Service Care Private Limited) will be held on **Friday, 25th September 2026 at 12:00 P.M (IST)** through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 1st Floor, #653, 2nd Main Road, Domlur Layout, Bangalore 560 071.

ORDINARY BUSINESS

1. ADOPTION OF THE AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026.

To Consider and adopt the audited financial statement for the Financial Year ("FY") ended 31st March 2026, together with the reports of the Board of Directors and Auditors thereon and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Audited Financial Statements of the Company for the Financial Year ended 31st March 2026, along with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps to do all such acts, deeds, matters and things which may deem necessary in this behalf."

2. TO RE-APPOINT A DIRECTOR IN PLACE OF MR. AMIT KUMAR RAKHECHA (DIN: 10052772), WHO RETIRES BY ROTATION & BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Amit Kumar Rakhecha (DIN:10052772) who is retiring on rotation in the Annual General Meeting, who offered himself to be available to be appointed as director, be and is hereby appointed as the Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

3. TO RE-APPOINT STATUTORY AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, and other applicable rules made thereunder, as amended from time to time, M/s. S Bhat & Associates, Chartered Accountants (Firm Registration No. 014925S) who were appointed as the Statutory Auditors of the Company at the 10th Annual General Meeting held on 18th October 2021 and whose term of office expires at the conclusion of this Annual General Meeting, be and are hereby re-appointed as the Statutory Auditors of the Company, for a second term of Five (05) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT necessary approvals have been granted by the Audit committee and the Board of Directors of the Company. The Board via Audit Committee thereof be and is hereby authorised to determine and finalise the remuneration of the Statutory Auditors, as may be mutually agreed between the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. TO RATIFY THE REMUNERATION TO MANAGING DIRECTOR FOR THE YEAR 2025-26

To consider the ratification of the remuneration paid to Managing Director for the year 2025-26, and if thought fit, pass the following resolution as Special Resolution:

"RESOLVED THAT, the remuneration paid to Managing Director Mrs. Shany Jalal being Rs. 28.61 lakhs, which is in excess of 5% of the profit of the company and be and hereby ratified and approved by the shareholders under section 197 read with schedule V of the Companies Act, 2013 and applicable rules made there under.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

5. TO APPROVE REMUNERATION PAYABLE TO SHANY JALAL, MANAGING DIRECTOR OF THE COMPANY

To consider the approval of managerial remuneration paid and to be paid to Managing Director, and if thought fit, pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Sections 196, 197 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V to the Companies Act, 2013, the consent of the Members be and is hereby accorded to approve the managerial remuneration payable to Ms. Shany Jalal (DIN: 03488342) Managing Director of the Company, who was appointed at the Extraordinary-General Meeting held on 20th April, 2023 at a remuneration of up to INR 50,00,000/- per annum (Rupees Fifty Lakhs Only), comprising salary, dearness allowances, perquisites and other monthly allowances, with liberty to the Board of Directors to alter and vary the terms and conditions of such remuneration including increment from time to time notwithstanding that such remuneration may exceed 5% of the net profits of the Company in any financial year as computed under Section 198 of the Act, during the remaining tenure of her office."

RESOLVED FURTHER THAT following shall not be included in the aforesaid limits of remuneration:

(i) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
(ii) Gratuity payable at the rate not exceeding half months' salary for each completed year of service;
(iii) Encashment of un-availed leaves as per Rules of the Company.

RESOLVED FURTHER THAT the total managerial remuneration payable to all executive director(s) of the Company shall not exceed 10% of the net profits of the Company and the overall managerial remuneration payable to all directors shall not exceed 11% of the net profits of the Company, except with the approval of shareholders by way of Special Resolution, as prescribed under Section 197 of the Companies Act, 2013 read with applicable rules made thereunder.

RESOLVED FURTHER THAT all other terms and conditions of her appointment as Managing Director/Whole Time Director of the Company, as approved by the resolution passed at the EGM of the Company held on 20th April 2023, shall remain unchanged.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. TO APPROVE REMUNERATION TO MR. ANIL KUMAR MURALEEDHARAN, EXECUTIVE DIRECTOR OF THE COMPANY

To consider the approval of managerial remuneration paid and to be paid to the Executive Director, and if thought fit, pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Sections 196, 197 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V to the Companies Act, 2013 the consent of the Members be and is hereby accorded to approve managerial remuneration payable to

Mr. Anil Kumar Muraleedharan, (DIN- 03488320) Executive Director up to Rs. 30,00,000/-p.a (Rupees Thirty Lakhs only) comprising salary, dearness allowances, perquisites and other monthly allowances, with liberty to the Board of Directors to alter and vary the terms and conditions of such remuneration including increment from time to time notwithstanding that such remuneration may exceed 5% of the net profits of the Company in any financial year as computed under Section 198 of the Act, during the remaining tenure of his office."

RESOLVED FURTHER THAT following shall not be included in the aforesaid limits of remuneration:

(i) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
(ii) Gratuity payable at the rate not exceeding half months' salary for each completed year of service;
(iii) Encashment of un-availed leaves as per Rules of the Company.

RESOLVED FURTHER THAT the total managerial remuneration payable to all executive director(s) of the Company shall not exceed 10% of the net profits of the Company and the overall managerial remuneration payable to all directors shall not exceed 11% of the net profits of the Company, except with the approval of shareholders by way of Special Resolution, as prescribed under Section 197 of the Companies Act, 2013 read with applicable rules made thereunder.

FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. TO APPROVE REMUNERATION TO MR. AMIT KUMAR RAKHECHA, EXECUTIVE DIRECTOR AND CFO OF THE COMPANY

To consider the approval of managerial remuneration paid and to be paid to the Executive Director, and if thought fit, pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Sections 196, 197 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V to the Companies Act, 2013, the consent of the Members be and is hereby accorded to approve of managerial remuneration payable to Mr. Amit Kumar Rakhecha, (DIN- 10052772) Executive Director and CFO upto Rs. 10,00,000/-p.a (Rupees Ten Lakhs only) comprising salary, dearness allowances, perquisites and other monthly allowances, with liberty to the Board of Directors to alter and vary the terms and conditions of such remuneration including increment from time to time notwithstanding that such remuneration may exceed 5% of the net profits of the Company in any financial year as computed under Section 198 of the Act, during the remaining tenure of his office."

RESOLVED FURTHER THAT following shall not be included in the aforesaid limits of remuneration:

(i) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
(ii) Gratuity payable at the rate not exceeding half months' salary for each completed year of service;
(iii) Encashment of un-availed leaves as per Rules of the Company.

RESOLVED FURTHER THAT the total managerial remuneration payable to all executive director(s) of the Company shall not exceed 10% of the net profits of the Company and the overall managerial remuneration payable to all directors shall not exceed 11% of the net profits of the Company, except with the approval of shareholders by way of Special Resolution, as prescribed under Section 197 of the Companies Act, 2013 read with applicable rules made thereunder.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors,
For **Service Care Limited**

SHANY JALAL
Managing Director
(DIN: 03488342)

Date: 02 September 2026
Place: Bangalore

Notes:

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, and Circular No. 20/2020 dated May 05, 2020 and any such circular issued thereafter. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial

Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://servicecare.in/annual-general-meeting/ .The Notice can also be accessed from the website of the Stock Exchange i.e. and National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, Circular No. 10/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023 and Circular No. 09/2024 dated 19.09.2024.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 and after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Tuesday 22nd September 2026, at 9:00 AM IST** and ends on **Thursday, 24th September 2026, at 5:00 PM IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 18th September 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1

Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** & you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-

through their **Depository Participants (DP)**	Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login & password. The Compliance User would be able to link the account(s) for which they wish to vote.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@servicecare.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

OTHER INSTRUCTIONS:

a. Mr. Abhijit Dakhawe, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.

b. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance, formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 15th AGM and announce the start of the casting of vote through the e-Voting system.

   After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be disabled by CDSL for voting after 15 minutes of conclusion of meeting.

c. The Scrutinizer shall after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

d. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to NSE Limited, Mumbai. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the date of AGM.

By order of the Board of Directors,
For **Service Care Limited**

SHANY JALAL
Managing Director
(DIN: 03488342)

Date: 02 September 2026
Place: Bangalore

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY AND SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

ORDINARY BUSINSSES

Agenda No 02

TO RE-APPOINT A DIRECTOR IN PLACE OF MR. AMIT KUMAR RAKHECHA (DIN: 10052772), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Mr. Amit Kumar Rakhecha, being the executive director of the company, is retiring from the post of directorship on rotation on the ensuring AGM. He, being eligible and available to be reappointed, has offered himself for reappointment. Details of Directors whose re-appointment is proposed at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Amit Kumar Rakhecha
Director Identification Number (DIN)	10052772
Date of Birth	21 August 1978
Date of first Appointment	27/04/2023
Qualification	MBA (PGD) in Finance and Marketing
Relationships between directors inter-se	Partner of a firm - Prosol IT, in which another director, Mr. Anil Kumar Muraleedharan is also a partner.
Expertise in specific functional Areas	Overseeing financial strategy, regulatory compliance, risk management, investor relations, and capital allocation. Also ensuring strong financial governance while supporting the company's long-term growth objectives.
List of other Public Companies in which Directorship	Nil
Chairmanship/Membership of the Committees of Board (includes only Audit Committee & Stakeholders Relationship Committee) of other Indian Public Companies	Nil
Attendance at the Board Meeting in the Financial Year 2025-2026	Meetings Conducted during the year: 06 Meetings attended during the year: 06
Details of remuneration	Up to INR 10 Lakhs (As approved by NRC & Board)
No. of Shares held in the Company as on 31 August 2026 (date of BM)	18,64,400

SPECIAL BUSINESS:

Agenda No.04 to 07
RATIFICATION OF REMUNERATION TO MANAGING DIRECTOR FOR THE YEAR 2025-26 AND APPROVAL OF REMUNERATION TO MANAGING DIRECTOR AND EXECUTIVE DIRECTORS OF THE COMPANY

A. In terms of the provisions of Section 197(1) of the Companies Act, 2013, the total managerial remuneration payable by a public company to its directors, including managing director and whole-time director(s), in respect of any financial year shall not exceed Ten percent (10%) of the net profits, and individually shall not exceed 5% of the Net profits of that company computed as per Section 198, except with the approval of the shareholders by way of a Special Resolution.

The remuneration paid to Mrs. Shany Jalal, Managing Director, for the financial year 2025–26 exceeds the above-mentioned limit of 5% of the net profits of the Company as calculated under the provisions of the Act. Accordingly, the Board of Directors recommends that the shareholders ratify the remuneration paid to them for the financial year 2025–26 by passing a Special Resolution as required under the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V.

The Board is of the opinion that the remuneration paid/payable was fair, reasonable and commensurate with the duties and responsibilities entrusted to the Managing Director and Executive Director, considering the industry benchmarks and financial position of the Company.

The General information as mentioned in item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 of Companies Act 2013 is given below.

Sr. No	Particulars	Directors
I	**General Information**	
1	Nature of Industry	Operating in the business services industry, specialising in integrated facility management, workforce management, and workspace support solutions. The Company provides a wide range of services including housekeeping, sanitation, maintenance, front-office operations, and trained manpower deployment across diverse sectors.
2	Date or expected date of commencement of commercial production	Date of Incorporation: 13/05/2011
3	In case of new companies, expected date of the commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA
4	Financial performance based on given indicators	In FY 2025-26, the turnover of the company was INR 196 Crore & profit was INR 5.02 Crore after tax.
5	Foreign Investments or collaborations, if any	NA

II	Information about the Director	Shany Jalal	Anil Kumar Muraleedharan	Amit Kumar Rakhecha
1	Background Details			
2	Past remuneration (FY25-26)	28.61 Lakhs	15.96 Lakhs	NA
3	Job Profile & Suitability	Managing director of the company, responsible for smooth running of the operations of the company and overlooking all day-to-day business of the company	Executive Director of the company. Given his expertise, he is responsible for the day-to-day operations of the company as well as the marketing and other divisions of the company	Executive Director and Chief Financial officer of the company. Given his expertise, he is responsible for the financial operations of the company
4	Remuneration Proposed	As stated in Item No.5 of this Notice.	As stated in Item No.6 of this Notice	As stated in Item No.7 of this Notice
5	Comparative remuneration profile with respect to the industry, size of the company, profile and person	The remuneration drawn by directors is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.		
6	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Promoter of the company	Promoter of the company & Spouse of the Managing Director	Promoter of the company
III	**Other Information**			
1	Reasons of loss or inadequate profits			NA
2	Steps taken or proposed to be taken for improvement			NA
3	Expected increase in the productivity and profits in measurable terms			NA

B. The Board of Directors, at its meeting held on 29th May 2026, on the recommendation of the Nomination and Remuneration Committee, approved the remuneration payable to the Managing Director, Mrs. Shany Jalal, and Executive Directors, Mr. Anil Kumar Muraleedharan and Mr. Amit Kumar Rakhecha, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The terms of remuneration are in accordance with the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 and rules made thereunder. The Board is of the view that the remuneration proposed is commensurate with the responsibilities entrusted to them and is in line with industry standards and the Company's scale of operations.

The key details of the remuneration structure (including fixed and variable components) are set out in the resolution. The Board recommends the resolution for approval of the members.

Mr. Shany Jalal, Mr. Anil Kumar Muraleedharan and Mr. Amit Kumar Rakhecha in their capacity as Directors of the Company are directly concerned or interested, financially or otherwise, in the resolutions related to their respective remunerations as set out in this Notice.

By order of the Board of Directors,
For **Service Care Limited**

SHANY JALAL
Managing Director
(DIN: 03488342)

Date: 02 September 2026
Place: Bangalore

ServiceCare™
Integrating Services

Annual Report FY 25 - 26

Transforming WorkSpace & Empowering WorkForce

What's Inside

Corporate Overview 01 - 18

About
Service Care Limited

Since 1999, Service Care has been providing reliable WorkForce and WorkSpace Administration solutions, with its headquarters in Bengaluru, India.
We specialize in creating smarter, more efficient, and people-focused workplace solutions. By Transforming Workspace into dynamic, functional environments and Empowering the WorkForce with seamless support services, we enable businesses to thrive.

With 25+ years of promoter experience, we are trusted for our reliability, driven by innovation, committed to sustainability, recognized for our strong market presence, and proud to be an NSE SME listed company since 2023.

We combine people, processes, and workplace support into a unified service model that makes operations simpler, faster, and more efficient. With every service working in sync, your business gets seamless continuity and stronger performance.

About The Report

This Integrated Annual Report presents a comprehensive view of the company's financial and non-financial performance for the fiscal year April 1, 2025, to March 31, 2026. It brings together both quantitative and qualitative disclosures, providing stakeholders with a holistic understanding of our financial results and statutory compliance, strategic direction and operational performance, governance practices and stakeholder engagement, sustainability, ESG commitments, and value creation efforts.

The report reflects our people-first, performance-driven, and purpose-led culture, and outlines how we are creating sustainable long-term value for our stakeholders.

Reporting Framework and Compliance

This report has been prepared in accordance with the Companies Act, 2013 and applicable rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Audit and Assurance Statements

The Statutory Auditor's Report for FY 2025–26, issued by S Bhat & Associates, Chartered Accountants (ICAI Firm Registration No. 014925S), contains no qualifications, reservations, or adverse remarks and is enclosed along with the audited financial statements. The Secretarial Auditor's Report, prepared by Syed Shahabuddin, Company Secretary in Practice, also contains no adverse qualifications or remarks, and forms part of the statutory disclosures in this report.

Management Review and Approval

This Integrated Annual Report has been reviewed and approved by the Company's Management, ensuring accuracy, transparency, and completeness in all material disclosures. The report is intended to inform and engage shareholders, regulators, employees, clients, and all stakeholders of the company's performance, priorities, and future outlook.

Our Journey

FY 1999
Commenced operations with Facility Management services

FY 2004
Expanded offering to include Manpower & Payroll divisions.

FY 2011
Incorporated as Private Limited

FY 2013 - 2017
Achieved ISO certifications, expanded into Infrastructure projects across multiple domains, Commenced F&B Vertical.

FY 2019
Expanded into Healthcare and Aerospace. Introduced B2C services & recruitment vertical

FY 2020
The company received the 10 Most Promising Payroll Outsourcing Service Provider by Silicon India.

FY 2021 - 2022
Workforce strength surpassed 5,400+ associates. IT & contract staffing commenced.

FY 2023
Successfully listed on the NSE SME Exchange.

FY 2024 - 2025
Workforce 5400+. New Branch in the West. BFSI Recruitment Service Commenced.
Managed Workspace as a Service Commenced.

2025–2026
Nominated for the ET Awards for MSME Women Entrepreneur – Medium Category. Outstanding Achievement Award for Business Excellence at AIAF National Seminar. Expanded Our Presence in North India.

Our Presence

- Bangalore (HQ)
- Chennai
- Pune
- Hyderabad
- Karnal
- Gurugram
- Mumbai
- Ahmedabad (Satellite Office)

8
Branches

22
States Manpower Presence

Mission & Vision

Our Mission & Vision is to relentlessly pursue excellence in driving efficiency and productivity for our partners by proficiently outsourcing and optimizing their essential business operations. Committed to creating an environment of desirability, we aim to cultivate a company that attracts and retains top talent, satisfies customers, and garners trust from investors, all while delivering exceptional value.

Core Values

I N S P I R E

Integrity

Nobility

Sustainability

Partnership

Innovation

Respect

Excellence

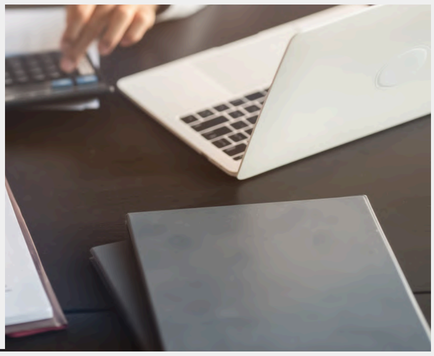
Corporate Information

Board of Directors

- **Shany Jalal**
  Chairman & Managing Director
- **Anil Kumar Muraleedharan**
  Executive Director
- **Amit Kumar Rakhecha**
  Director & CFO
- **Bharath Kumar Jain**
  Independent Director
- **Ajay Kumar Bantia**
  Independent Director
- **Pushpy B Muricken**
  Independent Director

Company Secretary

Veena Kulkarni



Statutory Auditors

M/s. S Bhat & Associates
Chartered Accountants
Samprapthi, No 548/35, 3rd floor, 50 feet road, Hanumanth Nagar, BSK 1st Stage, 1st Block, Bengaluru 560050

Internal Auditor

M/s. Belur & Co
Chartered Accountants
3-Y, First Floor, Lakshmi Nivas, 6th Main Road, 7th Block, 4th Phase, BSK 3rd Stage, Bengaluru, Karnataka, 560085

Secretarial Auditor

Syed Shahabuddin
Company Secretary
85/2, Muniswamappa Road, 1st cross, J C Nagar, Bangalore, 560006

Registered Office

1st Floor, #653, 2nd Main Road, Domlur Layout, Bangalore - 560 071

Email - cs@servicecare.in

Website - www.servicecare.in

Registrar & Share Transfer Agent (RTA)

Integrated Registry Management Services Private Limited

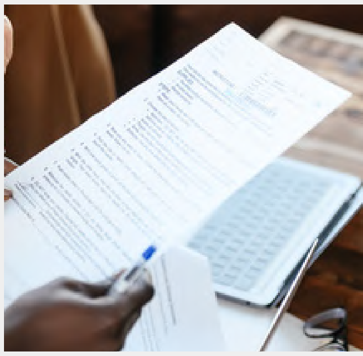
No. 30, Ramana Residency, 4th cross road, Sampige road, Malleshwaram, Bangalore 560003.

Bankers

Kotak Mahindra Bank
Indiranagar Branch, Bangalore

Listing

- National Stock Exchange of India (NSE)
- NSE Symbol - SERVICE
- CIN - L74900KA2011PLC058639
- ISIN - INE0P1Q01015



Board of Directors & Board Biographies

Shany Jalal
Managing Director

Anil Kumar
Executive Director

Amit Kumar Rakhecha
Director & CFO

Bharath Kumar Jain
Independent Director

Ajay Kumar Bantia
Independent Director

Pushpy B Muricken
Independent Director

Shany Jalal
Managing Director

Shany Jalal is the Founder and Managing Director of Service Care Limited. She established the company in 1999 as a janitorial services enterprise and has successfully transformed it into a diversified, professionally managed organization providing integrated Workforce and Workspace Solutions across India.

Under her leadership, Service Care achieved a significant milestone with its successful listing on the NSE SME platform in July 2023, reflecting the company's commitment to sustainable growth, governance, and operational excellence.

A recognized entrepreneur, Shany has received several prestigious accolades, including the Business Excellence & Achievement Award (2015), Company of the Year Award (2019), Women Entrepreneur of the Year Award (2023), and the Outstanding Achievement Award for Business Excellence (2025). She is also an alumna of the Goldman Sachs 10,000 Women Programme conducted in association with IIM and ISB.

As Managing Director, she provides strategic leadership, drives organizational growth, and fosters a culture of accountability, quality, and customer-centricity, positioning Service Care as a future-ready organization.

Anil Kumar Muraleedharan
Executive Director

Anil Kumar Muraleedharan is a seasoned business leader with over 20 years of experience in technology-enabled services, workforce solutions, and business transformation. He serves as Executive Director of Service Care Limited and is also the Founder & Managing Partner of ProSol IT.

At Service Care, he leads corporate strategy, business expansion, and operational excellence across Integrated Facility Management, Staffing, Payroll, and Business Support Services. His focus on technology adoption, process optimization, and scalable growth has strengthened the company's market position.

Prior to his entrepreneurial ventures, Anil held leadership roles with global organizations including Dell, Acer, and Toshiba, where he managed enterprise accounts and strategic partnerships. His expertise spans business development, strategic alliances, digital transformation, and operational leadership.

Known for translating vision into execution, Anil continues to drive innovation, governance, and sustainable business growth across the organization.

Amit Kumar Rakhecha
Executive Director & CFO

Amit Kumar Rakhecha is an accomplished entrepreneur and finance professional with extensive experience in financial management, business strategy, governance, and organizational growth. He holds an MBA (PGD) in Finance and Marketing from MDU, Rohtak.

As Executive Director & Chief Financial Officer of Service Care Limited, Amit oversees financial strategy, regulatory compliance, risk management, investor relations, and capital allocation. His leadership ensures strong financial governance while supporting the company's long-term growth objectives.

A successful entrepreneur, Amit is the Founder of Nucleus Computer, Founder & Managing Partner at ProSol IT, Founder of Sparkle Tech Pte Ltd (Singapore), and creator of the UDAY real estate brand.

He is also actively involved in educational and social initiatives through leadership roles in various trusts, educational institutions, and advisory boards. His diverse experience across finance, technology, staffing, and business development enables him to align financial discipline with strategic growth and value creation.

Bharath Kumar Jain
Indepedent Director

Mr. Bhrath Kumar Jain is currently the Fellow member of Institute of Chartered Accountants, a holder of Masters Degree in Business Administration from University of wales in the year 2013. He is Proficient in analyzing company performances, conducting benchmark study/trend analysis and using various business tools to assist the critical decision making. Proficient in designing and implementing financial systems to facilitate enhanced financial control and make the business process more robust. He is Currently working as Associate Director of K2D Multidisciplinary Service Private Limited, a PAN India company providing Corporate, legal, secretarial and taxation services also working as Proprietor of B K J & Company a Practicing Chartered Accountant's firm

Ajay Kumar Bantia
Independent Director

Mr. Ajay Kumar Bantia is currently the fellow member of Institute of Company Secretaries of India and a Law graduate from Karnataka State Law University. He is acting as an Alternate Director in a Non-Banking Financial Company, headquartered in Chennai. He is Designated Partner of AKB & Associates Company Secretaries LLP, where the firm is providing a wide gamut of services to a wide network of clients all over India in matters relating to the Company Law and other Corporate and allied Laws. The firm plays a pro-active role in its service support to new ventures and to existing companies as well.

Pushpy B Muricken
Independent Director

Mrs. Pushpy B Muricken is currently the fellow member with Institute of Cost Accountants of India and a Law graduate from Govt. Law college Ernakulam. She is having one proprietorship firm, which is into operation from the year 2011. Major activities undertaken by the firm is cost audit activities across various segments covering services & manufacturing. Major clientele is from 99 the area of health services. Other activities include internal audits, business consultancy, tax consultancy, pricing strategies, GST & IT services.

Leadership & KMP

ANUROOP S S
CBO , KMP

VEENA KULKARNI
CS , KMP

RIZWAN S SAWANT
Sr VP - Workspace

SHENBAGARAJAN K
GM - HRMS & Payroll

MOHAMMED ZIAULLA
GM - Internal Operations

Key Growth Highlights FY 25 - 26

No of Employees

5600+

No of Clients

250+

Client Retention Rate

91%

Managed Workspace as a Service

2+ Lakh Sq Ft

Regional Offices

8

Green Certified Client Sites

23

Message From Chairman & Managing Director

Dear Stakeholders,

What began as a small entrepreneurial journey has today grown into Service Care Limited. An organization built on commitment, resilience, and strong values. Looking back at this transition from a sole proprietorship to a listed company, I take immense pride not only in the growth we have achieved, but also in building a workplace that values people, encourages inclusivity, and creates opportunities for growth. As a service-driven organization, we believe meaningful progress comes from empowering people and building a culture of responsibility, adaptability, and trust.

The past year brought new opportunities, evolving industry expectations, and greater responsibilities. Through it all, our teams continued to demonstrate adaptability, discipline, and commitment towards delivering quality services across facility management, workspace management, and workforce management sectors.

As we move forward, our vision remains clear. To build a stronger, future-ready organization that grows with purpose and responsibility. We will continue focusing on operational excellence, technology-driven improvements, people development, and sustainable growth while remaining adaptable to the changing business environment.

I sincerely thank our employees, clients, shareholders, business associates, and well-wishers who have been a part of this journey and continue to place their trust in us. Their support inspires us to keep moving forward with confidence and humility.

Warm regards,

Shany Jalal

Chairman & Managing Director

Message From CFO

Dear Stakeholders,

The past year has been a period of steady progress and strengthening for Service Care Limited. As a growing listed company, our focus has remained on building a business that is operationally strong, financially disciplined, and prepared for long-term growth.

During the year, we continued to strengthen our presence across facility management, workspace management, and workforce management services. Alongside business growth, we remained focused on improving execution standards, maintaining financial discipline, and building scalable systems and processes.

Our approach continues to be practical and balanced, focusing on sustainable growth, responsible decision-making, and consistent delivery for our clients and stakeholders.

As we move ahead, we remain committed to strengthening our capabilities, improving efficiencies, and creating long-term value for all stakeholders.

I sincerely thank our shareholders, clients, employees, business partners, and regulatory authorities for their continued trust and support. Their confidence continues to motivate us to grow with responsibility and purpose.

Amit Kumar Rakhecha

Executive Director & CFO

Our People, Our Strength

At Service Care Limited, people are at the heart of everything we do. As a workforce-driven organization, our growth is built on the dedication, discipline, and commitment of our employees working across locations, functions, and client sites.

We believe that operational excellence begins with empowered teams. From frontline workforce personnel to leadership and support functions, every individual contributes meaningfully to delivering consistent service standards and creating long-term value for our clients and stakeholders.

Our approach goes beyond employment. We focus on building a culture rooted in inclusivity, respect, learning, safety, and accountability. Through regular trainings, awareness initiatives, employee engagement activities, and continuous skill development programs, we strive to create an environment where people feel valued and motivated to grow.

Diversity & Inclusivity

At Service Care Limited, we believe that a diverse and inclusive workplace strengthens not only our organization, but also the quality of services we deliver. We are committed to fostering a work environment built on equal opportunity, mutual respect, dignity, and professional growth for all individuals.

Women continue to play an integral role across our workforce and leadership ecosystem. From operational responsibilities to managerial and corporate functions, their contribution reflects resilience, capability, and leadership at every level of the organization.

We actively encourage participation, growth, and advancement of women employees through a safe and supportive workplace culture. Our focus remains on creating an environment where individuals are empowered to contribute confidently, develop professionally, and build long-term careers.

Through our policies, awareness initiatives, training programs, and employee engagement efforts, we continue to strengthen a culture of inclusivity that values different perspectives, experiences, and ideas. We believe that sustainable growth is driven by organizations where people feel respected, heard, and included.

ISO Certifications & Quality Accreditations

Information Security Management System	ISO/IEC 27001
Energy Management Systems	ISO 50001
Quality Management System (QMS)	ISO 9001
Security and resilience Business Continuity Management Systems	ISO 22301
Restriction of Hazardous Substances Directive (RoHS)	RoHS 2011/65/EU
Event Sustainability Management System	ISO 20121
Hazard Analysis Critical Control Point (HACCP)	HACCP
Learning Services Outside Formal Education	ISO 29993

Awards & Recognitions

Woman Entrepreneur of the Year 2023 in the Category Integrated Business Services by Great Companies.

Outstanding Achievement Award for Business Excellence at AIAF National Seminar and Award Function.

Recognised as a Finalist at the ET MSME Awards 2025 for exemplary contribution to the MSME Sector

In honour of excellence in their field, The CEO Magazine acknowledges Service Care Pvt. Ltd. in "Integrated Services - FMS & Manpower" category.

Service Care Limited recognized by SiliconIndia Magazine as SiliconIndia 10 Most Promising Payroll Outsourcing Services Providers - 2020

KSMBOA Star Woman Entrepreneur of the Year. Business Excellence & Achievement Awards 2015

Business Overview 19 - 28

Business Overview

Building Better Businesses Through Integrated Workforce, Workspace & Managed Infrastructure Solutions

Since 1999, Service Care Limited has evolved into one of India's trusted integrated business services companies, delivering comprehensive Workforce and Workspace solutions that enable organizations to operate more efficiently, productively, and sustainably.

Headquartered in Bengaluru, India, the Company has built a strong reputation for operational excellence by integrating skilled human capital, workplace infrastructure, technology-enabled processes, and governance into a unified service delivery model.

With more than 25 years of promoter experience, Service Care has successfully supported leading enterprises across diverse industries including Information Technology, Manufacturing, Healthcare, Banking & Financial Services, Retail, Logistics, Education, Telecommunications, Infrastructure, Hospitality, Aviation and Industrial sectors.

Today, as an NSE SME listed organization, Service Care continues to strengthen its position as a strategic business partner by helping organizations transform their people operations, workplace environments and managed infrastructure into measurable business outcomes.

Our philosophy is simple:

People.Spaces.Technology.Outcomes

Rather than delivering isolated services, we create integrated operating ecosystems that improve productivity, reduce operational complexity, enhance compliance, optimize costs and enable our clients to focus on their core business.

Our Business Model

Service Care operates through two integrated business verticals that together provide end-to-end operational support to enterprises.

WorkForce

Our Workforce Solutions business enables organizations to build agile, scalable and compliant workforces through talent acquisition, staffing, HR outsourcing and workforce administration.
The Company delivers end-to-end employee lifecycle management covering recruitment, deployment, payroll, statutory compliance and workforce governance while ensuring clients receive the right talent at the right time.

WorkSpace

Our Workspace Solutions business delivers integrated facility management and workplace administration services that create safe, productive and sustainable business environments.
The Company manages the complete lifecycle of workplace operations, ensuring optimal asset performance, superior employee experience and operational continuity.

Transforming Workspace & Empowering Workforce

WorkForce Portfolio Includes

Contract Staffing

Providing skilled professionals across permanent, contractual and project-based engagements with complete recruitment, onboarding, payroll and compliance management.

IT Staffing & Digital Workforce

Specialized technology professionals including application developers, cybersecurity experts, cloud engineers, DevOps specialists, infrastructure engineers, helpdesk professionals and IT operations resources.

Staff Augmentation

Flexible workforce deployment for short-term projects, seasonal requirements, transformation initiatives and long-term operational support across multiple industries.

Offshore Development Centres (ODC)

Establishing and managing dedicated offshore teams with complete responsibility for recruitment, infrastructure, governance & operational management.

HR Operations & Compliance Services

Integrated HR administration including:
• Payroll Management
• Statutory Compliance
• Employee Lifecycle Management
• Compensation Administration
• HR Service Desk
• Onboarding & Offboarding
Through these services, Service Care enables clients to scale rapidly while maintaining operational flexibility, regulatory compliance and cost efficiency.

Recruitment Solutions

Comprehensive recruitment services including:
• Talent Acquisition
• Executive Search
• Recruitment Process Outsourcing (RPO)
• Project Hiring
• International Recruitment

WorkSpace Portfolio Includes

Building Maintenance Services

Comprehensive engineering and infrastructure management including:

• Mechanical & Electrical Systems
• HVAC Management
• Fire & Life Safety Systems
• Lift & Elevator Maintenance
• Preventive Maintenance
• Reactive Maintenance
• Internal & External Building Maintenance

Integrated Facility Management

Creating clean, safe and efficient workplaces through:

• Housekeeping Services
• Clean Room Management
• Waste Management
• Janitorial Material Supply
• Landscaping Services
• Deep Cleaning Solutions

Hospitality & Employee Services

Delivering workplace experiences through:

• Food Services
• Pantry Management
• Reception & Front Office
• Refreshment Services
• Vending Solutions

Workplace Administration

Supporting seamless business operations through:

• Meeting Room Management
• Concierge Services
• Document Management
• Mailroom Operations
• Shipping & Receiving Support

Together, these services improve workplace productivity, employee satisfaction and operational efficiency while allowing organizations to concentrate on their strategic priorities.

MWaaS Portfolio Includes

Design & Planning
- Architectural Design
- Space Planning
- Workplace Strategy
- ESG Integration
- Regulatory Compliance
- Future-ready Infrastructure Planning

Build & Project Execution
- Turnkey Fit-outs
- Construction Management
- Vendor Governance
- Budget Management
- Quality Assurance
- Project Monitoring

Technology Integration
- Smart Buildings
- IoT Infrastructure
- Building Automation
- Enterprise Networks
- Access Control
- Energy Management
- Central Command Centres

Operate & Optimize
- Integrated Facility Management
- Asset Lifecycle Management
- Digital Helpdesk
- Preventive & Predictive Maintenance
- Performance Analytics
- SLA Governance

MWaaS Industry Solutions

The Company currently delivers specialized managed infrastructure solutions across three key sectors.

1.Managed Offices
End-to-end design, development and operation of corporate workplaces delivering enterprise-grade infrastructure, operational excellence and employee experience.

2.Managed Schools
Integrated management of educational campuses ensuring safe, compliant and technology-enabled learning environments through comprehensive facility and administrative services.

3.Managed Hospitals
Turnkey non-clinical infrastructure management supporting hospitals with engineering, facility operations, hospitality, compliance and administrative services, allowing healthcare professionals to focus on patient care.

Key Financial Highlights FY 25 - 26

Revenue
196 Cr

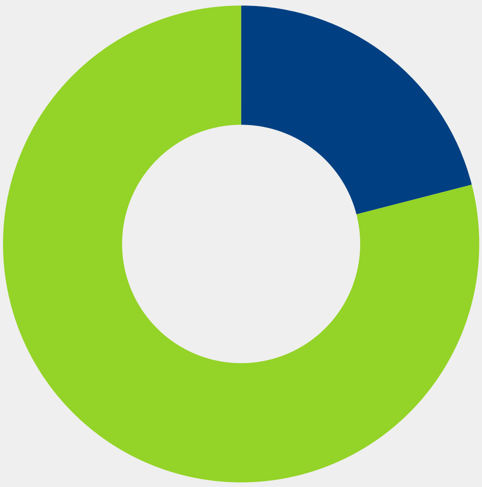
PAT
5.02 cr

EPS
7.24cr

EBITDA
7.24cr
150% growth

EBITDA Margin
3.7
1.5% in 2024-25
(+150% YoY)

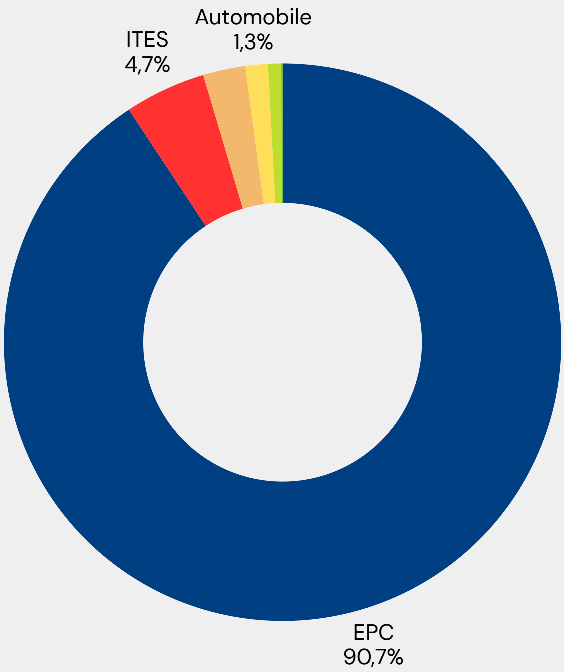
Segment-wise Highlights



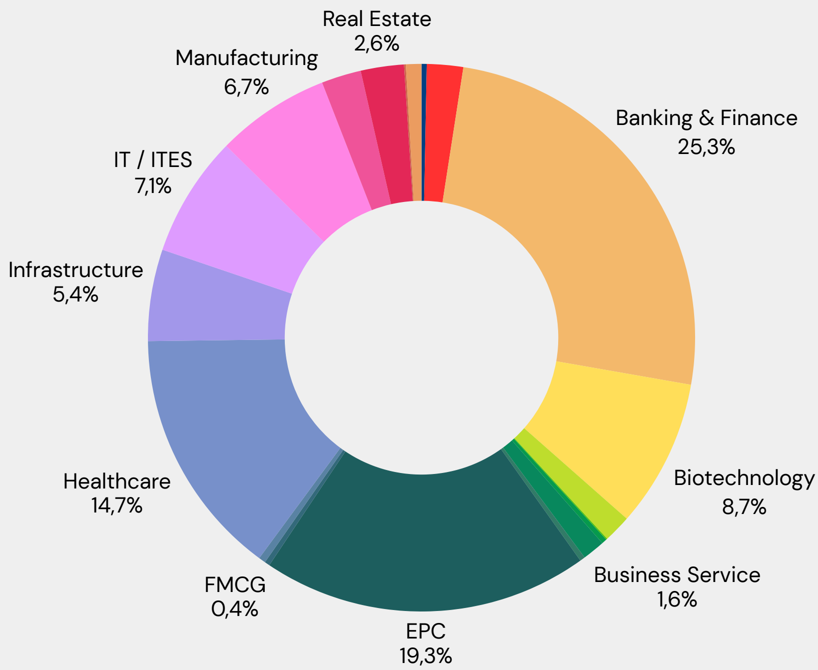
Workspace Segment Revenue 21%

Workforce Segment Revenue 79%

Industry Wise Highlights



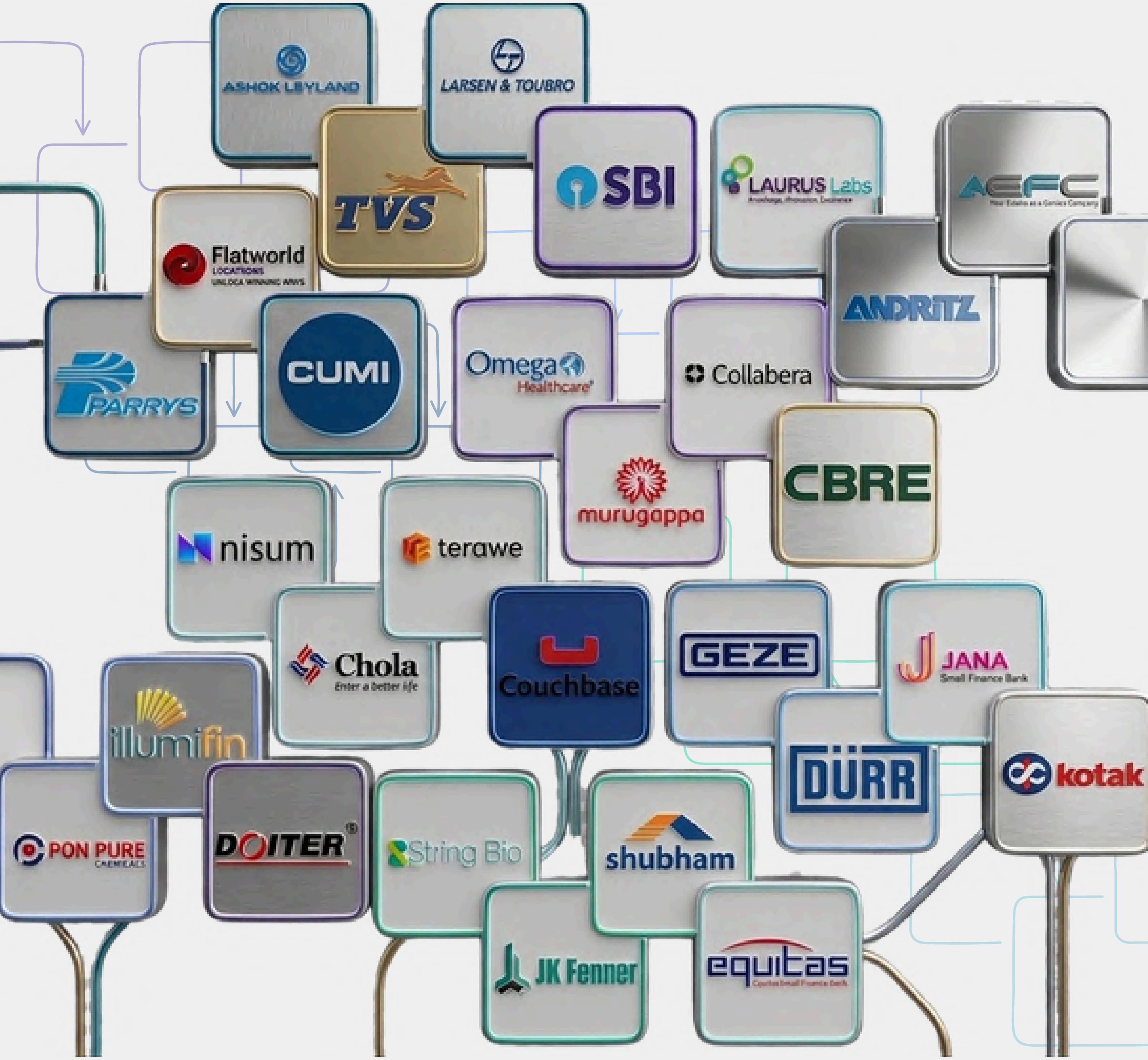
Workforce

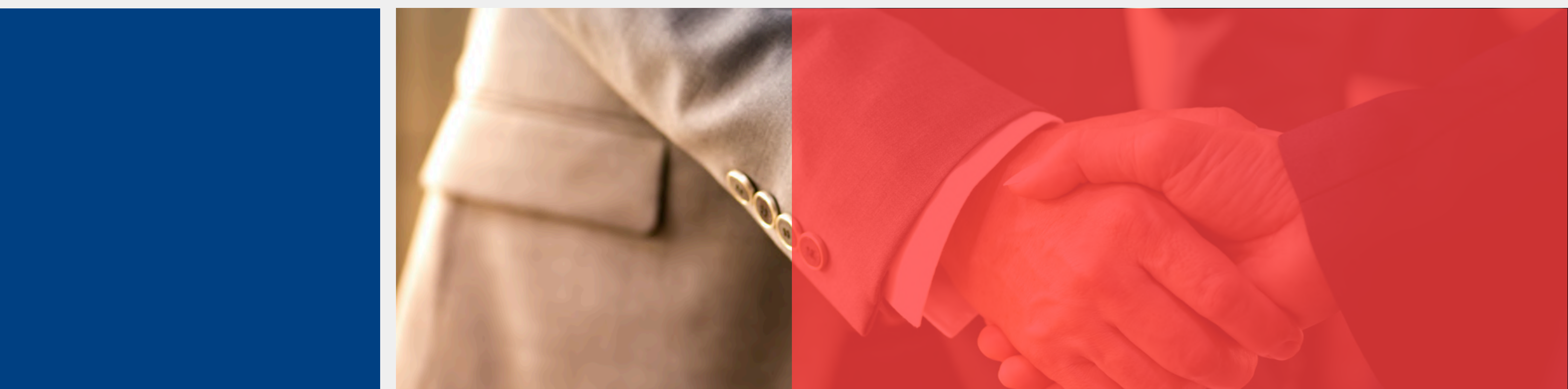


Workspace

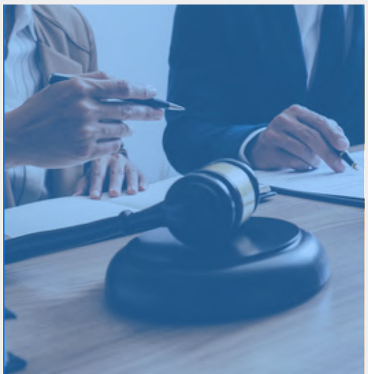
Value Model Creation

Partnerships





Environment, Social & Governance
28 - 34



ESG Report 25 - 2026

Environmental, Social & Governance (ESG)

Service Care Limited is committed to integrating sustainability into every aspect of its business. Through our Managed Workspace as a Service (MWaaS) and Human Capital as a Service (HCaaS) platforms, we create long-term value for clients, employees, communities, and the environment.

Our ESG Philosophy -

1.Environmental Responsibility -

Promoting resource efficiency, sustainable operations, and environmental stewardship across managed facilities.

2.Inclusive Growth -

Creating employment opportunities, developing workforce skills, promoting diversity, and supporting employee well-being.

3.Ethical Governance -

Maintaining transparency, compliance, accountability, and ethical business practices across all operations.

3

Core ESG Pillars

Environment, Social, Governance — each with defined targets and measurable outcomes.

6+

Service Verticals

Spanning facility management, staffing, payroll, recruitment, technical services, and managed services.

Pan India

Geographic Reach

Delivering ESG-aligned services across corporate, industrial, healthcare, and educational sectors nationwide.

Environmental (E)

Sustainable Workspace Management

Through our MWaaS platform, Service Care supports clients in reducing environmental impact through:

- **Energy Efficiency** - LED lighting conversions, HVAC optimization, and smart monitoring technologies deployed across client facilities to reduce energy consumption by up to 15–20%.
- **Water Conservation** - Structured monitoring of water consumption, promotion of rainwater harvesting, and leak management programs targeting a 10% reduction in water wastage at managed sites.
- **Waste Management** - Segregation of dry, wet, recyclable, and hazardous waste with authorized disposal vendors, targeting 90%+ waste segregation compliance across all managed facilities.
- **Green Procurement** - Preference for biodegradable, eco - friendly consumables and cleaning chemicals, targeting 60%+ eco-friendly product adoption across supply categories.
- **Carbon Footprint Reduction** - Route optimization for field operations, paperless workflows, and virtual collaboration targeting a 25% reduction in paper consumption through digitization initiatives.

Waste Segregation Compliance - 90%

Eco-Friendly Procurement - 60%

Paper Usage Reduction - 25%

Energy Savings - 15%

Resource Conservation Plans - 100% of managed site

Key Initiative

- Circular economy and recycling partnerships.
- Reduction of single-use materials.
- Client sustainability reporting and ESG performance dashboards.
- Support for client ESG and compliance requirements.

Clean India Journal Feature

"It is a privilege to be featured in Clean India Journal and contribute to the conversation on sustainable procurement. By integrating ESG principles into procurement strategies, organizations can create lasting value while supporting a more sustainable future"

FM PROCUREMENT

Green Procurement Goes Boardroom:

Data, ESG Reshape INDIAN FM

In an era where procurement has moved far beyond price negotiations and vendor lists, *Clean India Journal* connected with Mohammed Ziaulla, General Manager – Operations at Service Care Limited, to understand how forward-thinking procurement strategy is reshaping facility management, sustainability commitments, and the future of workplace hygiene across India. His responses offer a candid and comprehensive view of an industry in transformation.

Procurement Role

Procurement plays a vital role in enhancing cleanliness, hygiene, and the overall workplace experience by sourcing high-quality cleaning materials, hygiene products, and facility solutions that meet safety and quality standards. Procurement helps create a cleaner, healthier, and more comfortable environment for employees and visitors, ultimately improving productivity and workplace satisfaction.

Environmentally conscious buyers

Yes, many buyers today are willing to pay a premium for environmentally responsible solutions, especially when they see clear value in terms of quality, long-term savings, and positive environmental impact. Businesses and consumers are increasingly prioritising sustainability in their purchasing decisions.

Technology-driven & sustainable solutions

In the coming years, facility management suppliers are expected to focus on technology-driven and sustainable solutions. Advancements such as AI-powered predictive maintenance, IoT-enabled smart buildings, automation in cleaning and security services, and data-driven decision-making will become more common and environmentally friendly.

Digital tools

Companies are increasingly adopting digital tools such as automation, AI, cloud-based procurement platforms, and data analytics to improve supplier selection, optimize costs, enhance transparency, and reduce risks.

FM PROCUREMENT

Supplier choice

In today's competitive market, a preferred supplier stands out by going beyond simply providing products or services. They build trust through consistent quality, reliability, innovation, and proactive communication.

Low-carbon procurement

Green procurement should be a boardroom commitment, not just a branding exercise. While guest expectations and market perception do influence sustainability initiatives, lasting impact comes when leadership integrates low-carbon procurement into core ESG goals, supplier policies, and long-term business strategy. Service Care Limited treats sustainable procurement as a strategic mandate rather than a marketing trend.

Supplier selection

We go beyond cost and quality to evaluate suppliers on their environmental impact, carbon reduction commitments, sustainable sourcing practices, and transparency in emissions reporting to build a more resilient, responsible, and sustainable supply chain that supports long-term environmental and business objectives.

Single biggest barrier

The biggest barrier preventing hospitality procurement from going fully green is the lack of industry-wide standards. With different certifications, varying definitions of sustainability, and inconsistent reporting methods, procurement teams often struggle to compare suppliers and make confident decisions. Sustainability and ESG goals are playing important role in our purchasing decisions. We actively evaluate eco-friendly chemicals and sustainable consumables, considering factors such as environmental impact, certifications, and long-term value. To ensure a supplier's sustainability claims are genuine, we review third-party certifications, compliance documents, product specifications, and their overall commitment to responsible business practice.

Digitalisation & procurement challenges

Today, procurement decisions are increasingly guided by data analytics, predictive demand planning, and supplier performance dashboards. One of the biggest procurement challenges in sourcing housekeeping materials, janitorial supplies, and facility management services is balancing cost, quality, and consistent supply while ensuring vendor reliability and service standards.

Sustainability and ESG goals are playing important role in our purchasing decisions"

— MOHAMMED ZIAULLA

Innovative products

Several innovations in the cleaning and facility management space have caught my attention, particularly IoT-based smart washroom solutions, robotic cleaning equipment, and data-driven predictive maintenance platforms. In Service Care Limited, we are highly open to collaborating with start-ups that bring practical and scalable innovations to create better experiences for both clients and employees.

Lively example

A facility management supplier introduced a digital attendance and task management system using mobile applications and QR-code-based checkpoints. This replaced manual registers, enabled real-time monitoring of housekeeping and maintenance activities, reduced reporting errors, and improved workforce productivity. As a result, response times became faster, operational visibility increased, and overall efficiency improved significantly for both the client and the service provider.

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Social (S)

People are the cornerstone of Service Care's business model. Through our HCaaS and Workforce Solutions platforms, we generate employment, build skills, champion diversity, and invest in the health and welfare of every individual in our ecosystem — from blue-collar frontline workers to white-collar professionals. Our social impact is measurable, scalable, and deeply connected to India's workforce development agenda.

Employment Generation

Service Care Limited creates livelihood opportunities across facility management, corporate staffing, payroll management, recruitment, managed services, and technical services — spanning blue collar, grey-collar, and white-collar employment categories across India.

Target: 10% year-on-year headcount growth in deployed workforce.

Diversity, Equity & Inclusion

We are committed to equal employment opportunities, women's workforce participation, merit-based career progression, and the prevention of discrimination and workplace harassment.

Target: 30% women representation in new hiring cohorts and progressive improvement year-on-year.

Employee Health & Safety

Safety awareness training, PPE compliance, site safety audits, occupational health initiatives, and emergency preparedness programs are embedded across all deployment sites.

Target: Zero lost-time injuries (LTI) and 100% PPE compliance at high-risk sites.

Learning, Development & Employee Engagement

PMS - Performance Management System

During the year, the Company successfully rolled out a Performance Management System (PMS) across the organization to strengthen performance evaluation and employee development processes. The initiative was aimed at fostering a culture of accountability, transparency, and continuous improvement through structured goal setting and periodic performance reviews. The PMS framework also supports employee growth by aligning individual objectives with organizational goals and enhancing overall operational effectiveness.

PoSH - Awareness & Training

During the year, the Company reinforced its commitment towards maintaining a safe, inclusive, and respectful workplace through various initiatives under the Prevention of Sexual Harassment (POSH) framework. An Internal Committee (IC) has been duly constituted in accordance with the applicable legal requirements. Awareness and training sessions were conducted both internally and across operational sites to educate employees and staff on workplace conduct, rights, and reporting mechanisms. The Company also undertook surveys and feedback initiatives to assess awareness levels and further strengthen a culture of dignity, sensitivity, and compliance across the organization.

40+

Training Hours / Employee / Year
Target for all permanent and deployed workforce members.

100%

On-Time Wage Disbursement
Non-negotiable commitment for all deployed associates across India.

85%+

Employee Satisfaction Target
Measured via annual engagement surveys and pulse checks.

48hrs

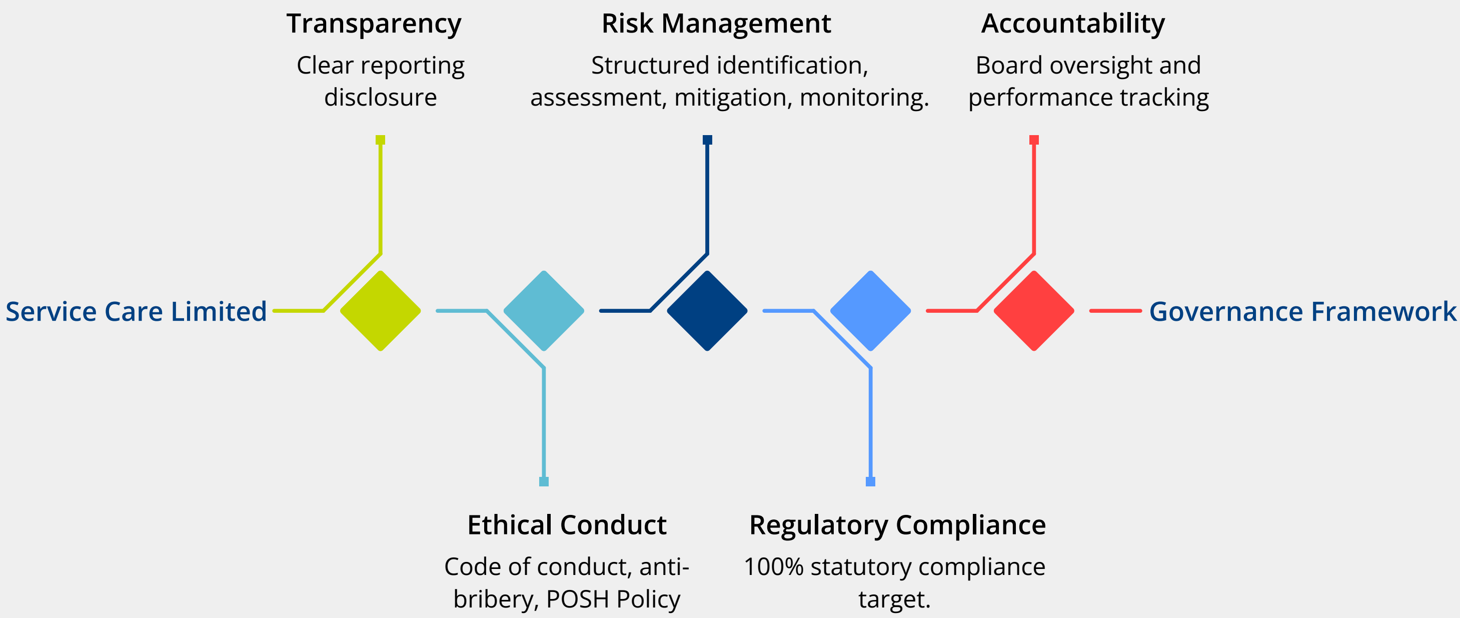
Grievance Acknowledgement
Guaranteed response time for all formally raised employee grievances.

Operational Training

During the year, the Company conducted various operational training programmes aimed at enhancing employee efficiency, service quality, and process compliance across functions and sites. These training initiatives focused on strengthening operational capabilities, standardizing practices, and improving workforce preparedness to meet evolving business and client requirements. The programmes also supported continuous learning and skill development, contributing towards improved productivity and operational excellence.

Governance (G)

Strong governance forms the bedrock of Service Care's long-term sustainability strategy. Our governance framework is designed to ensure that every decision — from procurement to people management — is made with transparency, accountability, and integrity. The Board of Directors provides active strategic oversight of ESG initiatives, risk management, compliance obligations, financial controls, and stakeholder interests.



Governance Policies, Risk Management & Information Security

100%

Statutory Compliance Target

Zero tolerance for compliance lapses across all regulatory obligations.

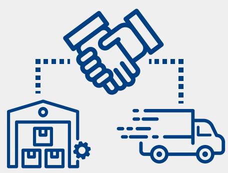
Data Confidentiality

Robust data classification and access governance controls protecting client and employee information across all digital platforms.

ZERO

Tolerance for Corruption

Anti-bribery and anti-corruption policies enforced across all business transactions and vendor relationships.



Supply Chain Responsibility

Vendors and partners assessed against labour standards, ethical conduct,environmental responsibility, and compliance requirements before onboarding and at annual review.

100%

Cybersecurity Training Coverage

All digitally connected staff complete mandatory information security training annually.

Cybersecurity Awareness

Annual cybersecurity training for all staff with access to digital systems. **Target: 100% completion of mandatory information security training modules.**

ESG Business Impact & Commitment

Service Care's ESG framework is not a standalone reporting exercise — it is the strategic engine driving the Company's transformation into a comprehensive integrated services partner. By embedding ESG principles into both our HCaaS
and MWaaS service lines, we are creating measurable, long-term value for every stakeholder in our ecosystem: customers, employees, shareholders, communities, and the environment.

Human Capital as a Service (HCaaS)

People | Skills | Capabilities | Outcomes

Through responsible workforce management, structured skill development, diversity and inclusion, employee welfare, and employment generation — our HCaaS platform delivers the Social pillar of ESG at scale, while building the human capital that powers India's service economy.

- **10% YoY workforce growth target**
- **40+ training hours per employee per year**
- **30% women representation in new hires**
- **100% statutory compliance**

Managed Workspace as a Service (MWaaS)

Design | Build | Operate | Administer

Through sustainable facility operations, resource optimization, environmental stewardship, and safe workplaces — our MWaaS platform delivers the Environmental pillar of ESG to every client site we manage, supporting their own sustainability goals and reporting obligations.

- **90%+ waste segregation compliance**
- **15% average energy savings target**
- **60%+ eco-friendly procurement share**
- **25% paper reduction through digitisation**

Our Commitment: *Service Care Limited is committed to continuously improving its ESG performance, enhancing transparency through structured disclosures, and contributing positively to India's economic, social, and environmental development — one managed workspace and one empowered workforce at a time.*

Statutory Reports
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Board Report

To,
The Members of
SERVICE CARE LIMITED
(Formerly known as Service Care Pvt Ltd)

The Directors are pleased to present the Fifteenth Annual Report together with the Audited Financial Statements for the year ended 31st March 2026.

1. FINANCIAL RESULTS:

('in lakhs)

Particulars	FY 2025-26	FY 2024-25
Revenue from Operations	19,339.59	18,901.02
Other Income	239.74	(41.69)
Total Income	**19,579.34**	**18,859.33**
Expenditure	19,047.81	18,658.32
Profit before exceptional items and taxes	531.53	201.01
Exceptional Items	-	-
Profit before extraordinary items and taxes	**531.53**	**201.01**
Extraordinary items	-	-
Profit Before Tax	**531.53**	**201.01**
Income Taxes		
Current	26.29	9.17
Deferred	3.31	(9.63)
Profit for the year	**501.92**	**201.47**

2. FINANCIAL PERFORMANCE:

Your Company's directors are pleased to inform you that, company has earned a profit of INR 5.02 Crores as compared to previous year's profit INR 2.01 Crores. Company's turnover for the year was INR 193.39 Crores as compared to previous year's turnover of INR 189.01 Crores.

Other Income consist of Unrealized Gain/(Loss) of INR 2.40 Crores for the year ended 31st March 2026 and INR (41.69) Lakhs for the year ended on 31st March 2025. It is the impact of restatement of short-term market investments to Market Value/NAV as on the date of Balance Sheet in compliance with IND AS 109. These Gains/(Losses) are notional and do not signify the actual cash flow of the company as on the date of Balance Sheet. These Gain/(Loss) may give incremental or decremental impact to statement income/(loss) at the time of disposal of these investments.

Key Financial performance, Operational Information and Ratio Analysis:

Key Ratio/ Indicators	FY 2024-25	FY 2025-26	Change of 25% or more
Trade Receivables Turnover Ratio	8.00%	7.68%	NA
Current Ratio	1.53%	1.83%	NA
Debt Equity Ratio	0.01%	0.01%	NA
Return on Equity Ratio	0.05%	0.10%	Increase in Net profit after Tax (PAT)

3. LEGAL AND REGULATORY:

Compliance with applicable laws and regulations is a core part of the Company's business operations. The Company is subject to regulations across several areas, including service safety, service claims, competition, employee health and safety, environmental matters, corporate governance, listing and disclosure requirements, employment, and taxation. Frequent regulatory changes and overlapping oversight by multiple authorities increase compliance complexity. To address this, the Company regularly monitors and reviews its practices to ensure ongoing compliance with all applicable legal and regulatory requirements.

4.OPERATIONAL PERFORMANCE:

During the year under review, the Company remained focused on operational excellence through continuous process improvements, efficient resource deployment, and disciplined execution across all business verticals. The management continued to emphasize quality service delivery, customer-centric operations, and cost optimization, which resulted in enhanced operational efficiency and improved profitability. The Company also strengthened its operational capabilities to support business expansion while maintaining high standards of governance, compliance, and client satisfaction. These efforts have positioned the Company for sustainable long-term growth.

5.SYSTEMS AND INFORMATION:

Your Company's operations are increasingly reliant on IT systems and effective information management. As digital interactions with customers, suppliers, and consumers continue to grow, the need for secure and reliable IT infrastructure and careful handling of information has become even more critical.

The threat of unauthorised access and misuse of sensitive information or disruption to operations due to a cyber-attack continues to increase. To reduce the impact of external cyber-attacks impacting our business, we have sufficient security measures including firewalls and threat monitoring systems in place, complete with immediate response capabilities to mitigate identified threats. Our employees are trained to understand these requirements.

6.RESERVES

The Board of Directors have not proposed to transfer any amount to any Reserve. Therefore, entire profits (before distribution of dividend) earned during the financial year 2025-26 have been retained in profit and loss account.

7.DIVIDEND:

Considering future growth projects of the company, the board has decided not to declare any dividend to the shareholders for the financial year 2025-26.

8.MATERIAL CHANGES:

There were no significant/ material changes that took place during the Financial Year 2025-26 in the company.

9.SHARE CAPITAL:

The Authorized Share Capital of the company is INR 16,00,00,000 (INR Sixteen Crores) and the Issued Share Capital of the company as on 31st March 2026 was INR 13,32,85,000 (Rupees Thirteen Crore Thirty-Two lakhs and eighty-five thousand only). During the year under review, the company has not raised any form of capital.

10.TRANSFER TO GENERAL RESERVE:

As permitted under the provisions of the Companies Act, 2013 (the Act), the Board does not propose to transfer any amount to general reserve.

11.PUBLIC DEPOSITS:

During the year under review, your Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

12.SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

13.COMPLIANCE WITH SECRETARIAL STANDARDS:

Your directors confirm that Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with.

14.HOLDING, SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

As on 31st March 2026, the Company does not have any Holding, Subsidiary, Associate or Joint Ventures.

15.RELATED PARTY TRANSACTION:

All related party transactions that were entered during the financial year under review were on Arm's Length basis and in the ordinary course of business and in compliance with the applicable provisions of the Act.

Details of transaction which related parties as required under section 134(3)(h) of the Act read with rule 8(2) of the companies (Accounts) Rules, 2014 are provided in Form AOC-2 and forms part of this report as Annexure-1.

16.PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS.

The details of Loans, Investments & guarantees covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statements forming part of Annual Report.

17.ADEQUACY OF INTERNAL CONTROLS SYSTEM AND THEIR COMPLIANCE:

During the year, the Company reviewed its Internal Financial Control systems and continued to strengthen its internal control framework. These controls support the orderly and efficient conduct of business, ensure compliance with Company policies, safeguard assets, help prevent and detect fraud and errors, maintain accurate and complete accounting records, and enable the timely preparation of reliable financial information.
Based on the assessment carried out by the Management, the Board of Directors are of the opinion that the Company has an adequate Internal Financial Controls system that is operating effectively as of 31st March 2026
There were no instances of fraud which necessitated reporting of material misstatements to the Company's operations. There has been no communication from regulatory agencies concerning non-compliance with or deficiencies in financial reporting practices.

18.BOARD MEETINGS:

The Board has met 06 times during the financial year 2025-26.

Sr. No	Date	No. of Directors as on date of meeting	No. of Directors present
1	14.05.2025	6	6
2	28.05.2025	6	6
3	11.07.2025	6	6
4	29.10.2025	6	6
5	14.11.2025	6	6
6	04.02.2026	6	5

19.STATUTORY AUDITORS:

Pursuant to Section 139 of the Act read with applicable rules framed thereunder, M/s. S Bhat and Associates, Chartered Accountants, having firm registration No. 014925S have been appointed as Statutory Auditors of the Company for the period of 5 years from the conclusion of 10th annual general meeting till conclusion of 15th Annual general meeting.
Accordingly, the term of M/s. S Bhat and Associates, Chartered Accountants, as Statutory Auditors of the Company, shall expire at the ensuing 15th Annual General Meeting. Based on the recommendation of the Board of Directors and subject to the approval of the members, their reappointment as Statutory Auditors of the Company has been proposed.

20.SECRETERIAL AUDIT:

Pursuant to provisions of Section 204 of Companies Act, 2013 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Secretarial Audit is applicable for the financial year 2025-26. In accordance with the same, the company has appointed Mr. Syed Shahabuddin as the secretarial auditor of the company.

21.RESERVATION AND QUALIFICATION ON AUDITOR'S REPORT:

The Auditors' Report on the financial statements of the Company for the financial year ended 31st March 2026 does not contain any qualifications, reservations, adverse remarks or disclaimers. The Auditor's Report is enclosed with the financial statements forming part of the Annual Report.

22.REPORTING OF FRAUD:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

23.RISK MANAGEMENT:

The Company conducts periodic risk assessments to identify key risk areas, and management is kept informed in advance so that appropriate mitigation plans can be implemented. Risks are broadly classified as financial, operational, and market risks, and are considered while preparing the annual business plan. The Board is also regularly apprised of the significant business risks and the measures taken to manage them. The Company has adopted a Risk Management Policy with the following objectives:

- Provide an overview of the principles of risk management.
- Explain the Company's approach to risk management.
- Define the organizational structure for effective risk management.
- Promote a risk-aware culture that encourages employees to identify risks and opportunities and respond to them effectively.
- Identify, assess, and manage existing and emerging risks in a planned and coordinated manner, with minimal disruption and cost, to protect the Company's human, physical, and financial assets.

24.APPLICATION MADE UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

The Company has not initiated any proceedings under Insolvency Bankruptcy Code 2016 during the financial year 2025-2026.

25.VALUATION:

The Company during the financial year 2025-2026 has not undertaken any valuation under Section 247 of Companies Act, 2013.

26.POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:

Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder.

The Policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The company has also constituted regional committees in compliance of the POSH Act 2013, to ensure the highest standards of workplace safety. The Internal Committee is committed to ensure that all the provisions and best practices under the POSHAct are implemented in law and spirit

1	No. of complaints received in the year	01
2	No of complaints disposed off in the year	01
3	Cases pending for more than 90 days	Nil
4	No of workshops and awareness programs conducted in the year	01
5	Nature of action by employer or District officer, if any	NA

27.PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. Conservation of Energy: As the company is engaged in service sector, energy consumption is minimal, however our Company is aware of its responsibilities and has at every available opportunity, used and implemented such measures so as to enable energy conservation.

B. Technology Absorption: The Company continues to use the latest information technology to improve productivity. Absorption of qualitative technology helps to reduce operation costs. The Company's operation does not require any significant import of technology so far.

C. Foreign Exchange Earnings & Out go: (in lakhs)

Total Foreign Exchange Earnings 2025-26	Total Foreign Exchange outflow 2025-26	Total Foreign Exchange Earnings 2024-25	Total Foreign Exchange outflow 2024-25
Nil	Nil	Nil	Nil

28.DIRECTOR'S RESPONSIBILITY STATEMENT

As required under provisions of Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the company at the end of the financial year and of the Profit/loss of the Company for that period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a 'going concern basis';
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29.BOARD EVALUATION

The Company is led by a diverse, experienced and competent Board. The performance evaluation of the individual members of the Board (including the Chairman) for financial year 2025-26, was carried out internally. This was based on a structured questionnaire which covered various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Member's strengths and contribution, execution and performance of specific duties, obligations and governance and feedback from each Director.

30.DETAILS OF CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSON:

During the year, there were no changes in the Directors and Key Managerial Personnel of the company.
As on 31st March 2026, the Composition of the Board is as follows:

Sr No.	Name of the Director/KMP	Designation	Date of Appointment
1.	Shany Jalal	Managing Director	13/05/2011
2.	Anil Kumar Muraleedharan	Executive Director	13/05/2011
3.	Amit Kumar Rakhecha	Director & Chief Financial Officer	19/04/2023 27/03/2023
4.	Pushpy B Muricken	Independent Director	19/04/2023
5.	Bharath Kumar Jain	Independent Director	26/04/2023
6.	Ashok Ajay Kumar Bantia	Independent Director	19/04/2023
7.	Veena Girish Kulkarni	Company Secretary	07/01/2025

31.COMPOSITION OF COMMITTEES:

Sr. No	Committee	Chairperson	Member 1	Member 2
1	Audit Committee	Bharath Kumar Jain	Ashok Ajay Kumar Bantia	Anil Kumar Muraleedharan
2	Nomination & Remuneration Committee	Bharath Kumar Jain	Ashok Ajay Kumar Bantia	Pushpy B Muricken
3	Stakeholders Relationship Committee	Pushpy B Muricken	Shany Jalal	Anil Kumar Muraleedharan

The Secretary of Audit Committee & Stakeholder Relationship Committee is Ms. Veena Kulkarni, Company Secretary & Compliance Officer of the company.

32.DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent director that he /she meets the criteria of independence laid down in Section 149(6), Code for independent directors of the Act and Regulation 16(1)(b) of the Listing Regulations.

33. VIGIL MECHANISM:

The Company has a whistle blower mechanism wherein the employees can approach the Management of the Company (Audit Committee in case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Code of Conduct.

The Whistle Blower Policy requires every employee to promptly report to the Management or Audit Committee, any actual or possible violation of these Codes or an event an employee becomes aware of, that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy.

34.CORPORATE SOCIAL RESPONSIBILITY:

The provisions of the Companies Act, 2013 relating to Corporate Social Responsibility were not applicable to the Company for FY 2025-26.

35.CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:

The guiding principle of the Code of Corporate Governance is 'harmony' i.e., balancing the need for transparency with need to protect the interest of the Company, balancing the need for empowerment at all levels with the need for accountability.

The Company believes in the highest standards of good and ethical corporate governance practices. Good governance practices stem from the culture and mindset of the organization. It is therefore not merely about enacting policies regulations and procedures but also about establishing an environment of trust and confidence among various shareholders.

The Company's philosophy on the Code of Governance is that the Company should follow contemporary corporate practices and the guiding principle of the Code of Governance of the Company is Harmony i.e.:
- Balancing need for transparency with the need to protect the interests of the Company;
- Balancing the need for empowerment at all levels with the need for accountability; and
- Interaction with all stakeholders including shareholders, employees, lenders and regulatory authorities.

36.COMPLIANCE WITH LABOUR LAWS

The Company hereby confirms that it is in compliance with all applicable labor laws and employment-related legislations. The Company has in place adequate systems to ensure legal compliance and has not received any adverse orders or penalties from any statutory authority during the financial year. The Company continues to ensure fair treatment, health and safety, and welfare of its employees across all operational locations. During the year, there were no instances of non-compliance or penalties levied by any labor authority.

37.WHISTLE BLOWER MECHANISM

The Company has in place a Whistle Blower Policy establishing a vigil mechanism, to provide a formal mechanism to the Directors, employees, and others to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail such mechanism and provide for direct access to the Chairman of the Audit Committee. Whistle Blower policy is available on the website of the Company at https://servicecare.in/policies/whistle-blower-policy/.
There were no complaints received under this mechanism during the Financial Year under review.

38.HUMAN RESOURSES

We are committed to fostering a diverse and inclusive work environment. We promote equal opportunities, respect for all individuals. Our diversity and inclusion initiatives aim to create a workplace that celebrates differences and ensures fairness and equality. Factors such as a pleasant and safe working environment, fair wages, and opportunities for growth and development contributed to a healthy attrition rate. The details of various Human Resource initiatives are provided elsewhere in the report.

39.COMPANY'S WEBSITE

Your Company has its fully functional website "www.servicecare.in" which has been designed to exhibit all the relevant details about the Company. The site carries a comprehensive database of information of the Company including the Financial Results of your Company, Shareholding Pattern, details of Board Committees, Corporate Policies/ Codes, business activities and current affairs of your Company. All the mandatory information and disclosures as per the requirements of the Companies Act, 2013, Companies Rules, 2014 and as per Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

40.ANNUAL RETURN

As per the Companies (Management and Administration) Amendment Rules, 2020 dated 28th August, 2020, of the Companies Act, 2013 (the Act), the Annual Return of the Company is uploaded on the website of the Company at https://servicecare.in/financials-annual-reports/ .

41. ACKNOWLEDGEMENT

As we move forward, we remain committed to transparency, accountability, and delivering sustainable returns on investments of our shareholders. Your feedback and insights continue to shape our strategies and guide our decision-making processes. We value your perspectives and will always strive to uphold the highest standards of corporate governance.

The Directors express their gratitude to the employees and partners for their dedication and contribution to the company's success. We also extend our appreciation to our valued customers, suppliers, and shareholders for their continued support and trust. We are excited about the future and the opportunities it holds.

Together, we will continue to build a brighter and more prosperous future.

For and behalf of the Board of Directors

Shany Jalal
Managing Director & Chairperson
DIN:03488342

Anil Kumar Muraleedharan
Director
DIN: 03488320

Date: 31 August 2026
Place: Bangalore

ANNEXURE-1

FORM NO. AOC -2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of material Contracts or arrangement or transactions not at arm's length basis:

Name of the related party & nature of relationship	Nil
Nature of contracts/arrangements/transactions	Nil
Duration of the contracts/arrangements/transactions	Nil
Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
Date of approval by the Board, if any	Nil
Amount paid as advances, if any	Nil
Date on which the special resolution was passed in general meeting as required under proviso to section 188	Nil

Details of material Contracts or arrangement or transactions at arm's length basis:

Name of the related party & nature of relationship	Prosol IT (Firm under same management)
Nature of contracts/arrangements/transactions	Sales Purchase of Asset
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
Date of approval by the Board, if any	NA
Amount paid as advances, if any	Nil
Date on which the special resolution was passed in general meeting as required under proviso to section 188	NA

All the transactions entered are under Arm's length price.

Name of the related party & nature of relationship	Anisha Enterprises (Sole Proprietorship under same management)
Nature of contracts/arrangements/transactions	Purchase of materials Service Reimbursement Expense
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
Date of approval by the Board, if any	NA
Amount paid as advances, if any	Nil
Date on which the special resolution was passed in general meeting as required under proviso to section 188	NA

All the transactions entered are under Arm’s length price.

Name of the related party & nature of relationship	Uday Mansion (Sole Proprietorship under same management)
Nature of contracts/arrangements/transactions	Sales
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
Date of approval by the Board, if any	NA
Amount paid as advances, if any	Nil
Date on which the special resolution was passed in general meeting as required under proviso to section 188	NA

All the transactions entered are under Arm’s length price.

For and behalf of the Board of Directors

Shany Jalal
Managing Director & Chairperson
DIN:03488342

Anil Kumar Muraleedharan
Director
DIN: 03488320

Date: 31 August 2026
Place: Bangalore

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED: 31st March, 2026

To:
The Members
SERVICE CARE LIMITED
No.653, 1st Floor, 2nd Main Road
Domlur Layout, Bangalore - 560071

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Service Care Limited (Hereinafter referred to as “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon. Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the Financial Year ended on March 31, 2026 (hereinafter referred to as “the audit period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment. The Company had not obtained any External Commercial Borrowing during the period under review;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015);
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not Applicable to the Company during the Audit Period);
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

6. Other laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards (SS-1) on meetings of the Board of Directors and Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India; and
2. Listing Agreements entered into with both the Stock Exchanges (NSE SME).

I have not examined compliance by the Company with respect to applicable financial laws like direct and indirect tax laws, since the same have been subject to review by statutory auditors and other designated professionals.

During the audit period, the Company has complied with the provisions of the Acts Rules, Regulations, Guidelines, etc., mentioned above subject to the following:

Nil

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairperson, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that based on the Certificate of Compliance furnished by the Managing Director, CFO and Company Secretary of the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with other applicable laws, rules and regulations.

I further report that based on the management representation of the Company during the audit period, there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, except non-compliance under Regulation 42 of SEBI LODR, 2015.

Place: Bangalore
Date: 06.05.2026
Syed Shahabuddin
Company Secretary
Membership No: 4121
Certificate of Practice No: 11932
Peer Review No. 3387/2023
UDIN: A004121H000292145

Annexure to Secretarial Audit Report of Service Care Limited for the year ended March 31, 2026.

The following are the actions taken by the liste entity to comply with the observation made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2025	Actions taken by the listed entity, if any	Comments of PCS on the actions taken by the listed entity
1	Pursuant to rule 5(8) and 7(2B) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to report Statement of unclaimed and unpaid amounts in form IEPF-2 within 60 days for 7 years from the date of Annual General Meeting. The Company has failed to file Statement of unclaimed and unpaid amounts in form IEPF-2.	23.05.2025	Form IEPF-2 duly filed with MCA	No further comments

COMPANY POLICIES

NOMINATION & REMUNERATION POLICY

(Under Section 178 of the Companies Act, 2013)

PREAMBLE

The Nomination and Remuneration Committee and this policy shall be in compliance with the Companies Act, 2013 ("Act") read along with the applicable rules thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") and other applicable laws. The Objective of this policy is to lay down a framework in relation to remuneration of directors, Key Managerial Personnel and senior management personnel.

The primary function of the Nomination and Remuneration Committee is to assist the Board of Directors in fulfilling its governance & supervisory responsibility related to human resource management and compensation.

Accordingly, this Policy is formulated in compliance with Section 178 of the Companies Act, 2013, read along with the applicable rules thereto to discharge the obligation specified therein.

OBJECTIVE

The Board has constituted the "The Nomination & Remuneration Committee" of the Board on 26th of April 2023.

The Key Objectives of the Committee would be:

1. To guide the "Board" in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To evaluate the performance of the members of the Board and provide necessary reports to the Board for further evaluation.
3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

DEFINITIONS

"Act" means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.

"Company" means "Service Care Limited."

"Board" means Board of Directors of the Company.

"Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.

"Key Managerial Personnel" (KMP) shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

"Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

"Nomination & Remuneration Committee" shall mean a Committee of Board of Directors of the Company constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

"Policy" means, "Nomination and Remuneration Policy."

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning as assigned to them in the Companies Act, 2013 as amended from time to time.

APPLICABILITY

This policy is applicable to all Directors viz. Executive Directors, Non-executive Directors, Independent Directors, Key Managerial Personnel and Senior Management of the company.

GUIDING PRINCIPLES

The Policy ensures that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and as per PMS criteria as applicable to KMP and Senior Management

- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed & incentive pay reflecting short & long term performance objectives appropriate to the working of the Company and its goals.

ROLE OF THE COMMITTEE

The role of the Nomination and Remuneration committee as specified as in Part D of the Schedule II SEBI (Listing and Obligation of Disclosure Regulation) 2015 shall be as detailed below:

1. To formulate criteria for determining qualifications, positive attributes and independence of a director.
2. Identify people who are qualified to become Directors and who may be appointed as Senior Management in accordance with the criteria laid down in this policy.
3. To carry out evaluation of every Director's performance.
4. To recommend to the Board the appointment & removal of Directors, KMP as well as Senior Management.
5. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
6. To carry out any other function as is mandated by the Board from time to time and / or as enforced by any statutory notification, amendment or modification, as may be applicable.
7. The Committee shall also assist the Board in ensuring the Board nomination process is in line with the diversity policy of the Board.
8. To perform such other functions as may be necessary or appropriate for the performance of its duties.

MEMBERSHIP

1. The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least [two-thirds] of the directors shall be independent directors.
2. The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
3. Membership of the Committee shall be disclosed in the Annual Report.
4. Term of the Committee shall be continued unless terminated by the Board of Directors.
5. The Board has authority to reconstitute this committee from time to time.

CHAIRMAN

- The Chairperson of the Committee shall be an Independent Director;
- The Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
- The Chairman of the Nomination and Remuneration Committee should be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries in case he is unable to attend the Annual General Meeting.

FREQUENCY OF MEETINGS & QUORUM

The meeting of the Committee shall be held at such regular intervals as may be required with at least one meeting in a Financial Year.

The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

COMMITTEE MEMBERS' INTERESTS

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

SECRETARY

The Company Secretary of the Company shall act as the Secretary to the Committee.

APPOINTMENT AND REMOVAL OF DIRECTORS, KMP (KEY MANAGERIAL PERSONNEL) & SENIOR MANAGEMENT

Appointment criteria and qualifications

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position concerned.
3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure

1. Managing Director/ Whole-time Director/ Manager (Managerial Person):
2. The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

Non- Executive Director

Non-executive director's office is subject to retirement by rotation at the Annual general meeting in the manner as specified under relevant laws.

Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

The Committee shall not recommend the appointment of a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

Evaluation

The Committee shall carry out evaluation of performance of every Directors, KMP at regular interval of one year or any such interval the Board deems fit.

Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, may initiate removal of a Director and Key Managerial Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement

Any Director other than the Independent Director shall retire as per the applicable provisions of the Companies Act, 2013. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PROVISIONS RELATING TO MANAGERIAL REMUNERATION AND REMUNERATION OF KMP

General

1. The remuneration / compensation / commission etc. to Managerial Person and KMP will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to Managerial Person/Whole time Director shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force
3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board as per Policy of the Company in force.

1. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP & any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
2. Only such employees of the Company as approved by the Nomination and Remuneration Committee will be granted ESOPs. An Independent Director shall not be entitled to any stock option of the Company.

Fixed pay

1. Managerial Person and KMP shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

Others

If any Managerial Personnel draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

Remuneration to Non-Executive / Independent Director

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Limit of Remuneration /Commission

Remuneration /profit linked Commission may be paid within the monetary limit approved by shareholders, subject subject to the limit as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs. The details of such familiarization programs shall be disclosed on the Company's website, and a web link thereto shall also be given in the Annual Report

MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minute and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

DEVIATION FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, and not against any act or rules, can be made if there are specific reasons to do so in an individual case.

AMENDMENT TO THE POLICY

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

Disclosure under Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Ratio of the remuneration of directors to the median remuneration of the employees of the Company for the financial year ended on March 31, 2026.

Remuneration paid to:

Director	Remuneration (in INR lakhs)	Ratio to Median (No. of times to Median Salary)
Shany Jalal (Managing Director)	28.61	21.05
Anil Kumar Muraleedharan (Executive Director)	15.96	11.75

2. Percentage of Increase in remuneration of each director, CFO, CEO, CS or Manager	Nil
3. Percentage increase in the median remuneration of employees in the financial year	12%
4. Number of permanent employees on the rolls of company	5,691
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Nil

The Company affirms that the remuneration is as per the remuneration policy of the Company.

DIVIDEND DISTRIBUTION POLICY

The Board of Directors("Board") of Service Care Limited at its meeting held on 27th May 2024 has approved and adopted the Dividend Distribution Policy ("Policy") as required in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and shall disclose the same on a voluntary basis in the annual reports and on the website of the Company.

Effective Date: The Policy shall become effective from the date of its adoption by the Board i.e. 27th May 2024.

NEED AND OBJECTIVE OF THE POLICY

The Securities and Exchange Board of India ("SEBI"), vide its Notification dated 8th July 2016, amended the Listing Regulations by inserting Regulation 43A in order to make it mandatory for the top thousand listed companies (based on their market capitalization calculated as on the 31st day of March every year) to have the above Policy in place. Considering the above and recognizing the need to lay down a broad framework for deciding the matters pertaining to distribution of Dividend and / or retaining the profits of the Company, the Board of the Company has laid down and adopted this policy. The Policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for the growth of the Company. The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking such decisions. The Policy shall not apply to determination and declaration of Dividend on preference shares as the same will be as per the terms of issue approved by the shareholders. The objective of the Policy is to lay down a consistent approach to dividend declaration.

I.GENERAL POLICY ON DIVIDEND

The Board shall determine the Dividend pay-out in a particular year after taking into consideration the operating and financial performance of the Company, the advice of executive management and other relevant factors.

The Policy shall not apply to:

- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law;
- Distribution of cash as an alternative to payment of dividend by way of buyback of equity shares

II.CONSIDERATIONS RELEVANT FOR DECISION ON DIVIDEND

The Board shall consider the following, while taking decisions of a Dividend pay-out during a particular year;

Statutory requirements

The Company shall observe the relevant statutory requirements including transfer of a certain portion of the profits to any specific reserve(s), as may be applicable to the Company at the time of taking a decision with regard to declaration / recommendation of Dividend or retention of profits.

Inadequacy of profits

If during any financial year the profits of the Company are inadequate, the Board may decide not to declare Dividends for that financial year.

Contractual obligations

The decision regarding dividend pay-out shall take into consideration the restrictions and covenants contained in the agreements as may be entered into by the Company with financial institutions / other lenders of the Company from time to time.

Prudential requirements

The following strategic matters shall also be considered

- to ascertain the needs for capital conservation and appreciation;
- to build sufficient reserves of retained earnings;
- to augment long term financial strength; and
- to build a pool of internally generated funds to provide long-term resources as well as resource raising potential for the Company.

Proposals for major capital expenditures, etc.

The Board should also take into consideration the need for replacement of capital assets, expansion and modernization or augmentation of capital stock, including any major capital expenditure proposals and the provision of depreciation on such new assets.

Expectations of Stakeholders

The Board, while considering the decision of Dividend pay-out or retention of a certain amount or the entire profits of the Company for the year, shall, as far as possible, consider the expectations of the major stakeholders as also the small shareholders of the Company who generally expect a regular Dividend payout.

III.OTHER PARAMETERS

In addition to above parameters, the decision of Dividend payout or retention of profits shall also be based on the following

Operating cash flow of the Company
If the Company cannot generate adequate operating cash flow, it may need to rely on outside funding to meet its financial obligations and sometimes to run the day-to-day operations. The Board should consider the same before taking its decision whether to declare Dividend or retain its profits.

Taxation and other regulatory concerns

- Dividend distribution tax as may be applicable at the time of declaration of Dividend.
- Any restrictions on payment of Dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of Dividend.

Macroeconomic conditions
Considering the state of the Country's economy, the policy decisions that may be formulated by the Government and other similar conditions prevailing in the international market which may have a bearing on or affect the business of the Company, the management may consider retaining a larger part of the profits to have sufficient reserves to meet unforeseen circumstances.

IV.PARAMETERS FOR VARIOUS CLASSES OF SHARES

The company has only one class of shares i.e. Equity shares & hence, the parameters disclosed here under apply to the same.

The Board while considering payment of dividend for a financial year may, inter alia, consider the following factors:

- Profit for the financial year as well as general reserves of the Company.
- Projections of future profits and cash flows;
- Borrowing levels and the capacity to borrow including repayment commitments;
- Present and future Capital expenditure plans of the Company including organic/inorganic growth avenues;
- Applicable taxes including tax on dividend;
- Compliance with the provisions of the Companies Act or any other statutory guidelines including guidelines issued by Government of India;
- Past dividend trend for the Company and the industry;
- State of economy and capital markets; and
- Any other factor as may be deemed fit by the Board
- The profits for a year may be adjusted at the discretion of the Board, for the purpose, to exclude exceptional or one-off items or non-cash items resulting from change in law, accounting policies, accounting standards or otherwise.

V. MANNER OF DIVIDEND PAYOUT

The declaration and payment of Dividends will be as per the laws and regulations applicable to the company.

VI.UNPAID DIVIDEND ACCOUNT

As per Section 124 of the Companies Act, 2013, the Company shall transfer the unpaid/unclaimed dividend within 7 days of expiry of 30 days from the date of declaration of the dividend to a special account to be opened by the Company in that behalf in any scheduled Bank to be called as the Unpaid Dividend Account. And further transfer the said unpaid/unclaimed dividend to the Fund, as specified under Section 125 of the Companies Act, 2013, after the expiry of a period of 7 years from the date of such transfer to the Unpaid Dividend Account, as specified under Section 125 of the Companies Act, 2013.

VII.LIMITATION AND AMENDMENT

In the event of any conflict between the Act or the SEBI Regulations or any other statutory enactments ("Regulations") and the provisions of this policy, the Regulations shall prevail over this policy. Any subsequent amendment / modification in the Regulations, in this regard shall automatically apply to this policy.

POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE POSH ACT, 2013

I.OBJECTIVE

Service Care Limited is an equal employment opportunity company and is committed to creating and maintaining a secure work environment where its Employees, Agents, Vendors, and, Partners can work and pursue business together in an atmosphere free of harassment, exploitation, and intimidation caused by acts of Sexual Harassment within but not limited to the office premises and other locations directly related to the Company's business.

All concerned should take cognizance of the fact that Service Care Limited strongly opposes sexual harassment, and that such behavior against women is prohibited by the law as set down in The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules (2013) This policy has been framed in accordance with the provisions of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" and rules framed thereunder (hereinafter "the Act"). Accordingly, while the policy covers all the key aspects of the Act, for any further clarification reference should always be made to the Act and the provisions of the Act shall prevail.

II.SCOPE

Service Care Limited's policy with regards to the Prevention, Prohibition, and Redressal of Sexual Harassment covers every "employee" across the Company. Service Care Limited encourages every employee who believes they are sexually harassed to use the redressal mechanism as provided in this policy.

The Policy is with respect to Prevention, Prohibition, and Redressal of Sexual Harassment which may arise in places not limited to geographical location viz. Company's offices/branches but includes all such places or locations where acts are conducted in the context of working relationships or whilst fulfilling professional duties or which may be visited by an employee during the course of employment.

Service Care Limited's policy against sexual harassment includes sexual harassment by fellow employees, supervisors, managers as well as agents, contractors, customers, vendors, partners and, visitors including outsourced employees.

III.DEFINITIONS

"Company" means Service Care Limited

"Aggrieved Person" means a person in relation to the workplace whether employed or not, who alleges to have been subject to any act of sexual harassment by the Respondent.

"Employee" means a person employed at a workplace for any work on a regular, temporary, ad hoc, or daily wages basis, either directly or through an agent, including a contractor, with or, without the knowledge of the principal employer, whether for remuneration or not, or working on a voluntary basis or otherwise, whether the terms of employment are expressed or implied and includes a co-worker, a contract worker, probationer, trainee, apprentice or called by any other such name;

"Internal Complaints Committee" means a committee constituted by the Company as per this Policy.

"Respondent" means a person against whom the aggrieved person has made a complaint.

"Sexual Harassment" is defined in Section 2 (n) of the 'Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013' as any one or more of the following unwelcome acts or behavior (whether directly or by implication) namely:

- Physical contact or advances; or
- A demand or request for sexual favors; or
- Making sexually colored remarks; or
- Showing pornography; or
- Any other unwelcome physical, verbal or nonverbal conduct of sexual nature;

Section 3 (2) states that the following circumstances among any other circumstances if it occurs or is present about any act or behavior of sexual harassment may amount to sexual harassment:

- Implied or explicit promise of preferential treatment in her employment;
- Implied or explicit threat of detrimental treatment in her employment; or
- Implied or explicit threat about present or future employment; or
- Interference with her work or creating an intimidating or offensive or hostile work environment for her or
- Humiliating treatment likely to affect her health or safety.

A simpler understanding of the term sexual harassment consists of any physical or verbal behavior and any form of communication that has unnecessary, improper or unwelcome sexual connotations. Sexual harassment may vary in form depending on circumstances. It may consist of, but not be limited to, any of the following:

- Unwelcome sexual advances, requests for sexual favors, display of sexual visuals, sexual audios, pornographic or obscene material and any other verbal or physical conduct of a sexual nature;
- Transmitting any message, by mail, telephone, e-mail, etc. which is obscene, lewd, suggestive or blatantly sexual;
- Any explicit or implicit communication wherein a sexual favor or demand, whether by words or actions, is made a condition for an individual's employment, career progress, promotion, etc. thereby creating a hostile environment;
- Sexually charged jokes or remarks and behavior which have sexually-oriented innuendoes.
- A consistent pattern of unnecessary physical contact, staring or targeting unreasonable attention at an individual in day to day dealings;
- Any pervasive pattern of behavior which makes employees uncomfortable, insecure or feel humiliated or disadvantaged based on gender differentiation;
- Actual sexual assault;
- As mentioned above, this is an indicative but not an exhaustive list of possible forms of sexual harassment.

"Workplace" includes any department, organization, undertaking, establishment, enterprise institution, and office or branch unit. Any place visited by the employee arising out of or during the course of employment including transportation provided by the employer for undertaking such journey.

This policy is to prohibit and deter any employee/ staff employed with the Company any form advancing any form of sexual harassment in the way employees behave with each other. This applies equally to relations between superiors and subordinates as well as between peers. Any incident of sexual harassment will be viewed with extreme seriousness. A complaint or report of sexual harassment will be immediately investigated, and appropriate action will be taken against the offending employee or employees.

For every incident of Sexual Harassment, the accused/ respondent shall be prosecuted under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as 'the Act') and such other laws enforced in India at the time of the commission of the offense.

IV.INTERNAL COMPLAINTS COMMITTEE:

The Company hereby constitutes an Internal Complaints Committee (ICC) as required under section 4 of the Act. The Committee has been established to ensure that any incidence of sexual harassment is dealt with appropriately, sensitively and expeditiously

Internal Complaints Committee for Sexual Harassment comprises of:

- Presiding Officer: A woman employed at a senior level in the organization or workplace
- At least 2 members from amongst employees, committed to the cause of women and or having the legal knowledge.
- One external member, familiar with the issues relating to sexual harassment.
- At least one-half of the total members are women

The committee shall be responsible for:

- Receiving complaints of sexual harassment at the workplace
- Initiating and conducting an inquiry as per the established procedure
- Submitting findings & recommendation of inquiries
- Coordinating with the employer in implementing appropriate action
- Maintaining strict confidentiality throughout the process as per established guidelines
- Submitting annual reports in the prescribed format

V.COMPLAINT REDRESSAL MECHANISM:

Any aggrieved person may make, in writing, a complaint of sexual harassment at the workplace to the committee giving details of the sexual harassment meted out to her/him within a period of 3 months from the date of the incident and in case of a series of incidents, within a period of 3 months from the date of last incident, which may be extended for a further period of 3 months, if circumstances warrant such extension in the opinion of the Internal Complaints Committee.

On receipt of the complaint, the Internal Complaint Committee shall decide the place and time for hearing the complaint and shall intimate the date, time, and place of hearing to the Complainant and Respondent. The Internal Complaints Committee shall follow the principle of Natural Justice while handling such complaints.
The Internal Complaints Committee on receipt of such written complaint, may, if required, ask the aggrieved person to furnish additional information about the alleged harassment.

The Complainant shall make a complaint to the Internal Complaints Committee through the following mode:

1. Copy of the complaint along with supporting documents and names and addresses of witnesses shall be sent to the Internal Complaints Committee
2. On receipt of such complaint, the Internal Complaints Committee shall provide a copy along with supporting documents of such complaints to the Respondent within 7 working days
3. Respondent shall file a reply within 10 working days of receipt of the complaint along with a list of documents, names, and addresses of witnesses
4. Internal Complaint Committee shall investigate in detail the matter of the complaint. The Internal Complaint Committee shall have the right to call the person against whom the complaint is made or any other witnesses when necessary.
5. Internal Complaint Committee shall have the right to terminate the enquiry or give an ex-parte decision on the complaint, if the Respondent or complainant remains absent for 3 consecutive hearings, without sufficient cause.
6. The Internal Committee must complete its investigation within a period of 90 days.
7. The parties shall not be allowed to bring any legal practitioner to represent them in their case at any stage of the proceedings before the Internal Complaints Committee.
8. For conducting the enquiry the quorum of the Internal Complaints Committee shall be of 5 members including the presiding officer
9. The Internal Committee may before initiating an inquiry, and at the aggrieved person’s request, attempt to settle the matter through conciliation.

7. Where a settlement has arrived as mentioned above, no further enquiry shall be conducted by the Internal Complaints Committee.

VI.ACTION

1. The Committee shall on completion of the inquiry provide a report of its findings within 10 days from the date of completion of the inquiry and such report shall be made available to the parties concerned.
2. If the allegation against the respondent has not been proved, the Committee may recommend that no action needs to be taken in the matter.
3. If the Internal Complaints Committee arrives at the conclusion that the allegation against the respondent has been proved, it shall recommend to:

- Take action for sexual harassment as misconduct.
- Such action will be taken within 60 days of receipt of the report,

VII.AWARENESS

All the Employees, Agents, Customers, Vendors, Partners, and Visitors shall have access to this Policy at any given point in time and clarification related to this Policy shall be addressed by the HR team.

A brief shall be given to all existing employees regarding the features of this Policy immediately upon formulation of the Policy and to new employees in Service Care Limited. during their initial Induction.

The Company shall comply with all other details as set out under Section 19 of the Act to ensure that all employees are provided with a safe working environment at the workplace.

VIII.FALSE ACCUSATION

The complaint of sexual harassment made by any employee shall be taken up with utmost seriousness by the Company. However, there shall be zero tolerance for any false accusation.

IX. MISCELLANEOUS

The Company may make any alteration or amendment or rescind any of the clauses of this Policy as an when it finds it necessary to do so as long as it complies with the Act. Any such alterations or amendments or rescinding will be intimated to the employee.

X.CONCLUSION

Complaints relating to Sexual Harassment shall be handled and investigations will be conducted under the principles of natural justice, the basis of fundamental fairness, in an impartial and confidential manner so as to protect the identity of all viz., the person bringing the charge, potential witnesses, and the person accused of improper behavior.

Also, all efforts shall be made to ensure objectivity and thoroughness throughout the process of investigation. The identity and address of the aggrieved person, respondent, and witnesses must not be published or disclosed to the public or media.

The decision of the Company shall be final and binding on all. However, the same is without prejudice to any recourse that the Company or the individual concerned may have against the respondent and it shall not limit or restrict the rights of the Complainant and/or Company to pursue, nor shall they be precluded from pursuing, such further and other legal actions as may be available.

Contact deatils of Presiding Officer:
Email: cs@servicecare.in
Phone: 7810027013

INTERNAL COMPLAINTS COMMITTEE (IC)

Bangalore, Karnataka (HQ/ Registered Office) (Karnataka & Maharashtra)

	Name	Place	Phone	Email
Chairperson	Veena Kulkarni	Bengaluru	7810027103	cs@servicecare.in
Member	Mohammed Ziaulla	Bengaluru	9790111784	ziaulla@servicecare.in
Member	Anwesha Mahakul	Bengaluru	9078430750	anwesha@servicecare.in
Member	Rizwan Sawant	Pune	7418375777	rizwan@servicecare.in
Member	Ganesh M	Bengaluru	7418272999	ganesh@servicecare.in
External Member	Nidhi Gupta	Pune	9970812390	csnidhiguptaa@gmail.com

Chennai, Tamil Nadu (Branch Office) (Tamil Nadu & Telangana)

	Name	Place	Phone	Email
Chairperson	Veena Kulkarni	Bengaluru	7810027103	cs@servicecare.in
Member	Mohammed Ziaulla	Bengaluru	9790111784	ziaulla@servicecare.in
Member	Shenbagarajan K	Chennai	9789469001	rajan@servicecare.in
Member	Jayanthi	Chennai	7010987797	jayanthi@servicecare.in
External Member	Nidhi Gupta	Pune	9970812390	csnidhiguptaa@gmail.com

Karnal, Haryana (Branch Office) (North region)

	Name	Place	Phone	Email
Chairperson	Veena Kulkarni	Bengaluru	7810027103	cs@servicecare.in
Member	Mohammed Ziaulla	Bengaluru	9790111784	ziaulla@servicecare.in
Member	Tushar	Karnal	9280233275	tushar@servicecare.in
Member	Swati Sharma	Karnal	9280233276	swati@servicecare.in
Member	Ankur Gandhi	Gurgaon	8146857815	ankur@servicecare.in
External Member	Nidhi Gupta	Pune	9970812390	csnidhiguptaa@gmail.com

APPOINTMENT OF INDEPENDENT DIRECTORS

I.Terms of Appointment

The term of appointment of an Independent Director (ID) of the Company is for a period of 5 consecutive years from the date of his/her appointment. Independent Director is not liable to retire by rotation.

Appointment of every independent director shall be approved by members of the Company.

Independent Directors will be eligible for re-appointment for another term of 5 consecutive years, after the completion of their tenure of first 5 years, subject to Board approval, and the passing of a Special Resolution by Members. The re-appointment would be considered by the Board based on evaluation of the performance and further subject to satisfying the requisite criteria of Independence as specified in the Companies Act, 2013.

II. Roles and Duties

The roles and duties of the Independent Director will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are inter-alia as under:

1. He/she shall act in accordance with the Company's Memorandum of Association and Articles of Association.
2. He/she shall act in good faith in order to promote the objects of the Company for the benefit of the members of the Company as a whole, and in the best interest of the Company.
3. He/she shall discharge duties with due and reasonable care, skill and diligence.
4. He/she shall not involve in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
5. He/she shall not achieve or attempt to achieve any undue gain or advantage either to himself/herself or his! her relatives, partners or associates.
6. He/she shall not assign office of Director and any assignments so made shall be void.
7. He/she Shall comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities.

Independent Directors shall also be taking sufficient care to perform duties specified in the Code for Independent Directors under Schedule IV of the Companies Act, 2013. An Independent Director is expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.

The Board meets at least four times a year and the Audit Committee and Stakeholders' Relationship Committee also meet at least four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee, which are ordinarily convened twice a year. They will be expected to attend meetings of Board and Board Committees in which ID is a member and Members meetings and to devote such time as appropriate to discharge their duties effectively.

Ordinarily, all meetings will be held at the Corporate Office in Bangalore except for the meetings held virtually by Other Audio Visual Means (OAVM).
By accepting the appointment, the Directors confirm that they are able to allocate sufficient time to meet the expectations from their role to the satisfaction of the Board.

III.Code of Conduct and Business Ethics for Board of Directors and Insider Trading Code

An annual affirmation of compliance is required to be provided by the Independent Directors on the same. Directors shall also comply with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Code of Conduct for Prevention of Insider Trading of the Company. The directors shall not make use of unpublished price sensitive information.

IV.Directors' Fees/ Remuneration

A sitting fee will be paid for attending each meeting of the board as well as the Audit committee meeting attended, as per the provisions of Section 197 of Companies Act 2013 and the Articles of Association of the Company, as fixed by the board from time to time. The ID will be entitled to claim reimbursement of all his/ her travelling, hotel and other incidental expenses incurred by him/ her in performance of duties as director of the Company, as per the provisions of the Act 2013.

V.Stock Options

Independent Director is not eligible to participate in Stock Options schemes of the Company.

VI.Status of Appointment

The Independent Director will not be an employee of the Company, and the appointment letter shall not constitute a contract of employment. The Directors will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and / or as approved by the Members from time to time.

VII.Conflict of Interest

It is accepted and acknowledged that the appointed IDs may have business interests other than those of the Company. Considering the same, they are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of their appointment. In the event that circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgments that they are independent, this should be disclosed to both the Chairman and the Secretary.

VIII. Confidentiality

All information acquired during the appointment is confidential to the Company and should not be released, either during the appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, Director shall surrender any documents and other materials made available to them by the Company.

Attention is also drawn to the requirements under the applicable regulations and the Insider Trading Code which is concerned with the disclosure of price sensitive information and dealing in the securities of the company. Consequently, director should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Company Secretary.

Unless specifically authorized by the Company, the Independent Director shall not disclose Company and business information to public constituencies such as the media, the financial community, employees, members, agents, franchises, dealers, distributors and importers.

IX.Termination

Independent Directors may resign from their position at any time and if they wish to do so, they are requested to serve a reasonable written notice on the Board.

Continuation of their appointment is contingent on getting re-elected by the members in accordance with provisions of Companies Act, 2013, the Rules framed thereunder and the Articles of Association of the Company, from time to time in force. They will not be entitled to compensation if the members do not re-elect them at any time.

Their appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

X.Performance evaluation of Independent Directors

The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The re-appointment of independent director shall be on the basis of performance evaluation report.

XI.Miscellaneous

An Independent Director shall not serve as an independent director in more than seven listed companies as may be stipulated by the Listing Agreement or any other law of the land, for the time being in force.

Further, an Independent Director who is serving as a whole time director in any listed company shall not serve as an Independent director in more than three listed companies or such number of listed companies as may be stipulated by the Listing Agreement or any other law of land , for time being in force.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

PREAMBLE

Service Care Limited ("the Company") is committed to the highest standards of corporate governance. Independent Directors bring independent judgement, expertise, and objectivity to the Board, thereby enhancing the quality of Board deliberations and decisions.

Pursuant to Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the Company is required to familiarize Independent Directors with:

- the nature of the industry in which the Company operates;
- the business model of the Company;
- their roles, rights, and responsibilities; and
- any other information that may be relevant for effective discharge of their duties.

This document sets out the structured Familiarization Programme ("the Programme") designed to equip Independent Directors with adequate understanding of the Company's operations, governance framework, and regulatory environment.

OBJECTIVES OF THE PROGRAMME

The Programme aims to:

1. Provide an in-depth understanding of the Company's business, strategic priorities, and competitive landscape.
2. Acquaint Independent Directors with their statutory duties, obligations, and liabilities under applicable laws.
3. Update Independent Directors on regulatory changes and evolving governance best practices on an ongoing basis.
4. Enable Independent Directors to contribute meaningfully to Board and Committee deliberations.
5. Facilitate interactions with Senior Management and functional heads to build contextual knowledge.

DEFINITIONS

"Act" means the Companies Act, 2013, as amended from time to time.

"Board" means the Board of Directors of XYZ Limited.

"Company" means XYZ Limited.

"Independent Director" or "ID" means a Director who satisfies the criteria laid down under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR.

"NRC" means the Nomination and Remuneration Committee of the Board.

"Programme" means the Familiarization Programme for Independent Directors as described in this Policy.

"SEBI LODR" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

REGULATORY AND STATUTORY FRAMEWORK

This Programme is framed in compliance with but not limited to the following laws, rules, and regulations:

- Companies Act, 2013: Section 149 and Schedule IV (Code for Independent Directors).
- SEBI (LODR) Regulations, 2015: Regulation 25(7) – mandatory Familiarization Programme for Independent Directors of listed entities.
- SEBI (LODR) Regulations, 2015: Regulation 46(2)(i) – disclosure of Programme details on the Company's website.
- Secretarial Standards (SS-1): Convening and conduct of Board Meetings.

SCOPE AND APPLICABILITY

This Programme applies to all Independent Directors of Service Care Limited, including:

- newly appointed Independent Directors on appointment and before their first Board Meeting;
- continuing Independent Directors, through periodic updates and annual refresher sessions; and
- Independent Directors on re-appointment.

PROGRAMME STRUCTURE

<u>A.Induction Programme (Upon Appointment)</u>

Every newly appointed Independent Director shall undergo a comprehensive induction covering the following modules. Each module shall be facilitated by the designated senior functionary.

- Module 1 - Company Overview
- Module 2 - Business and Operations
- Module 3 - Financial Performance
- Module 4 - Governance and Compliance
- Module 5 - Legal and Regulatory
- Module 6 - Human Resources
- Module 7 - Risk Management
- Module 8 - Technology and Digitisation

B.Ongoing Familiarization (Continuing Directors)

In addition to the induction, the following ongoing initiatives shall be undertaken throughout the tenure of each Independent Director:

- Pre-Board Briefings
- Analyst and Investor Meets
- Industry Seminars and Conferences
- One-on-One Meetings
- Knowledge Repository

C.Annual Refresher Programme

An annual refresher session (minimum half-day) shall be organized covering:

- material developments in the Company's business and strategy during the year;
- changes in the regulatory and competitive environment;
- updates to key policies and the governance framework; and
- emerging risks and opportunities identified by management.

ROLES AND RESPONSIBILITIES

a.Board of Directors

- Approve and periodically review this Policy.
- Ensure adequate time and resources are allocated for the Programme.

b.Chairman

- Champion the Programme and lead key induction sessions.
- Ensure that Independent Directors are proactively kept informed of significant corporate developments.

c.Company Secretary

- Coordinate and schedule all induction and ongoing familiarization activities.
- Maintain detailed records of the Programme, including attendance, topics covered, and hours spent.
- Prepare and submit disclosures to the stock exchanges and the Company's website in accordance with SEBI LODR.

a.Senior Management and Functional Heads

- Participate in induction and refresher sessions as designated.
- Provide accurate and timely information to the Independent Directors.

e.Independent Directors

- Actively participate in the Programme.
- Indicate areas of interest or concern for specific briefings or site visits.
- Provide feedback to the Company Secretary for continuous improvement of the Programme.

DOCUMENTATION AND DISCLOSURE

In accordance with Regulation 46(2)(i) of SEBI LODR and SEBI Circular dated 10 May 2018, the following disclosures shall be made:

- **Website Disclosure:** Details of the Programme, including the number of programmes conducted, topics covered, names of Directors who participated, number of hours spent, and cumulative hours since appointment, shall be posted on the Company's website and updated as at 31 March each year.
- **Annual Report:** A summary of the Programme conducted during the financial year shall be included in the Corporate Governance Report forming part of the Annual Report.
- **Stock Exchange Intimation:** An intimation regarding the commencement of the Programme for newly appointed Independent Directors shall be filed with the stock exchanges within the timelines prescribed under SEBI LODR.
- **Internal Records:** The Company Secretary shall maintain a Programme Register recording each Director's name, date of appointment, modules completed, dates and duration of sessions, and the names of facilitators.

CONFIDENTIALITY

All information shared with Independent Directors as part of this Programme shall be treated as strictly confidential. Independent Directors shall comply with the Company's Code of Conduct, Insider Trading Prevention Policy, and all applicable data protection obligations.

REVIEW AND AMENDMENT

This Policy shall be reviewed by the Board of Directors at least once every three (3) years, or earlier upon a significant change in applicable laws or SEBI regulations; a change in the Company's business or governance structure; or on recommendation by the Nomination and Remuneration Committee.

CODE OF CONDUCT FOR BOARD & SENIOR MANAGEMENT

PREAMBLE

Regulation 17(5) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company.

The term "Senior Management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer. The code of conduct shall be posted on the website of the Company.

APPLICABILITY

All Directors/Senior Management personnel are expected to comply with the code in letter and spirit. They are also required to affirm compliance on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer/ Managing Director.

This Code shall apply to the Independent / Non-Executive Directors to the extent that it does not conflict with or is prejudicial to the interest to the Company. Subject to the foregoing and in accordance with the following paragraphs, the Independent / Non- executive Directors of the Company shall not be precluded from taking up outside assignments / directorships in other companies.

OBJECTIVE

With a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed. The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code, and the compliance officer will be available to Directors/Senior Management personnel to answer queries / provide clarifications and to help them comply with the code.

THE CODE

I.Accountability

The Directors/Senior Management personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company's objectives. They shall act ethically, honestly, diligently and in good faith to protect the Company's properties, brand equity and image. They shall act in good faith, responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

II.Conflict of Interest

Directors/Senior Management personnel shall not engage in any business, relationship or activity, which may conflict with the interests of the Company. Notwithstanding anything contained herein, an Independent / Non- Executive Director shall have the full liberty to persue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential:

1. They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
2. They and their immediate families should generally refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised.
3. They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the board of the Company.

Transactions/ dealing done on arm's length basis will not be considered to be conflict of interest.

III.Compliance

All applicable laws, rules and regulations shall be complied with. In order to assist the Company in promoting lawful and ethical behaviour, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Board of Directors through the Company Secretary.

IV.Other Directorships

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

V.Confidentiality of Information

Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law.

No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Examples of confidential information include but are not restricted to:

- Information not yet released to the public
- Unpublished company strategy
- Current or future R&D programs, technical breakthroughs and/or inventions
- Investments, planned mergers or acquisitions
- Information received from customers or partners
- Unpublished Financial data either actual or forecasted
- Employee information

VI.Insider Trading

Director/Senior Management personnel shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the company and therefore constituting insider information. All Directors/Senior Management Personnel shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.

VII.Equity

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. The Directors/Senior Management personnel shall be committed to providing a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, sex, national origin and other such characteristics shall be strictly prohibited. They shall strive to maintain a safe workplace by following safety and health rules and practices.

VIII.Consumer/ Investor Focus

The Directors/Senior Management personnel shall focus on customer/ investor satisfaction. They shall ensure that the communications given are accurate and truthful and do not deliberately omit important facts or shall not be of misleading nature.

IX.Teamwork and Spirit

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt that the teams grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.

X.Corporate Opportunity

Except as approved by the Board, the Directors/Senior Management personnel are prohibited from:

1. taking any personal opportunities directly or indirectly that belong to the Company or are discovered using Company's property, information or position; and
2. using the Company's property, information or position for personal gain/advantage or to cause detriment to the Company.

Notwithstanding anything contained herein, an Independent / Non- Executive Director shall have the full liberty to persue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee.

XI.Gift & Donations

No Director/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts,donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favors. Subject to this clause, nominal gifts of commemorative nature, for special events/ achievements or in the course of social relations and normal business courtesies may be accepted/ given.

XII.Safeguarding Company's Assets

The use of Company's assets for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets regardless of whether the same is tangible or intangible is the responsibility of each Director/Senior Management person.

XIII.Financial Record keeping & reporting

It is critical to ensure that all transactions are properly identified, analysed and recorded. Regardless of whether a Director/Senior Management person is directly involved in financial reporting or accounting, most come into contact with financial transactions directly or indirectly. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

XIV.Duties of Directors

Without limiting the generality of the duties stated in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed thereunder and other applicable laws, the duties of a director are as under:

In terms of Section 166 of the Companies Act, 2013, a director shall:

- act in accordance with the articles of the Company;
- act in good faith in order to promote the objects of the Company for the benefit of its members, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company
- shall not assign his office and any assignment so made shall be void.

Further in terms of para III (Duties) of Schedule IV of Companies Act, 2013, the Independent Directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Notwithstanding anything contained in the Companies Act, 2013, an independent director or a non-executive director (not being promoter or key managerial personnel), shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through business processes, and with his consent or connivance or where he had not acted diligently.

XV.Compliance with the Code

Once every year or upon revision of this code, every Director/ Senior Management person must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the Code. New Directors/ Senior Management persons will sign such a deed at the time of joining.

XVI.Amendment/ Modification/ Waiver

This code may be amended, modified, varied of waived by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines. As a general policy, the Board will not grant waiver of this code

XVII.Reporting

While every Director/Senior Management person has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director/ Senior Management person or by any other Director/ Senior Management person shall be immediately reported to the Board through the compliance officer.

In case of any doubt as to the best course of action, the Director/ Senior Management personnel concerned should promptly contact the compliance officer.

POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURES

1.LEGAL FRAMEWORK

Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (“SEBI LODR”) specifies that all listed companies shall frame a policy for determination of materiality of events/ information for the purpose of making disclosure to stock exchange(s).

2.OBJECTIVES OF THE POLICY

To determine the materiality of events/information for the purpose of making disclosure to stock exchange(s).

3.DEFINITIONS & INTERPRETATION

"Act” shall mean the Companies Act, 2013 as amended from time to time and the Rules framed thereunder.

“Board of Directors” or **“Board”** means the Board of Directors of Service Care Limited.

“Key Managerial Personnel” means a person as defined under the Companies Act, 2013 and the Rules made thereunder.

“Policy” means this Policy on determination of materiality of events/information, as amended from time to time.

“Stock Exchange” means SME Platform.

4.PRINCIPLES FOR DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

An event/information shall be considered as material, if it meets the following criteria:

1. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
2. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
3. an event/information, which in the opinion of the Board is considered material and/or ought to be disclosed.

Considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder’s approval.

5.PERSON(S) RESPONSIBLE FOR DISCLOSURE

The Board hereby authorizes the Managing Director, Chief Financial Officer and Company Secretary, severally, for the purpose of determining materiality of event/information and for making disclosures to the stock exchange(s).

The above mentioned executives of the Company shall be responsible for compliance with disclosure requirements and finalizing the contents of disclosure to made under Regulation 30 of the Listing Regulations and is empowered to seek appropriate counsel or guidance, if deemed necessary.

6.PROCESS OF DISCLOSURES OF MATERIAL INFORMATION

In case any senior management personnel of the Company become aware of some event/information concerning the Company which in their opinion is material, the said personnel would contact any of the Key Managerial Personnel of the Company.

The Key Managerial Personnel in consultation with the Managing Director would then determine whether the information requires disclosure to the stock exchanges or not in accordance with the Listing Regulations.

7.DISCLOSURE OF MATERIAL INFORMATION/ EVENTS TO STOCK EXCHANGE

The Company shall make disclosures of all events or information:

A. without application of the guidelines for materiality as specified in Annexure A to the stock exchange(s) as soon as reasonably possible and not later than twenty-four hours from the occurrence of event or information except the following items viz:

1. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
2. any cancellation of dividend with reasons thereof;
3. the decision on buyback of securities;
4. the decision with respect to fund raising proposed to be undertaken;
5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
6. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
7. short particulars of any other alterations of

capital, including calls;
8. financial results;
9. decision on voluntary delisting by the listed entity from stock exchange(s). which shall be disclosed within thirty minutes of the conclusion of the Board Meeting.

B. With application of the guidelines for materiality as specified in Annexure B to the stock exchange(s) upon application of the guidelines for materiality referred to in this Policy.

C. The Company shall make disclosures, updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

D. The Company shall disclose on its website all such events or information, which has been disclosed to stock/exchange(s) as above and such disclosure shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

E. The Company shall also disclose all events or information with respect to subsidiaries which are material for the Company.

8.EFFECTIVE DATE

The Policy is effective with immediate effect.

9.CONTACT DETAILS

Questions or clarifications about the Policy or disclosures made by the Company should be referred to the Key Managerial Personnel at the following contact details:
Email id: cs@servicecare.in
Phone: 080 25354728

10.INTERPRETATION & REVIEW

1. Subject to the superintendence of the Board, this Policy shall be interpreted and administered by the Audit Committee.
2. The provisions of the Act and “SEBI LODR shall be deemed to have been mutatis mutandis specifically incorporated in this Policy and in case any of the provision of this Policy is inconsistent with the provisions of Act and/or SEBI LODR, the provisions of Act and/or SEBI LODR shall prevail.
3. The capitalized words not specifically defined in the Policy shall have the same meaning as under the Act or SEBI LODR.
4. For interpretation of this Policy, reference and and reliance may be placed upon circulars/ clarifications issued by the Ministry of Corporate Affairs or SEBI and/or any other authority.
5. The Audit Committee may review the Policy from time to time and make recommendations for amendment as it may be deemed appropriate.

ANNEXURE A

Events/Information which shall be disclosed without any application of the guidelines for materiality:

A. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation /merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring. Explanation: 'acquisition' shall mean:

- acquiring control, whether directly or indirectly; or,
- acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –

1. the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
2. there has been a change in holding from the last disclosure made under subclause (a) above and such change exceeds two per cent of the total shareholding or voting rights in the said company.

B. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

C. Revision in Rating(s).

D. Outcome of Meetings of the board of directors: Disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

- dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- any cancellation of dividend with reasons thereof;
- the decision on buyback of securities;
- decision with respect to fund raising proposed to be undertaken;
- increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

- short particulars of any other alterations of capital, including calls;
- financial results;
- decision on voluntary delisting by the listed entity from stock exchange(s).

E. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/ treaty(ies)/ contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

F. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.

G. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor & Compliance Officer.

- In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty-four hours of receipt of such reasons from the auditor.
- Resignation of auditor including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:
- Detailed reasons for the resignation of independent directors as given by the said director shall be disclosed by the listed entities to the stock exchanges.
- The independent director shall, along with the detailed reasons, also provide confirmation that there is no other material reasons other than those provided.
- The confirmation provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the detailed reasons as specified in sub-clause (i) above.

H.Appointment or discontinuation of share transfer agent.

I. Corporate debt restructuring.

J. One time settlement with a bank.

K. Reference to BIFR and winding-up petition filed by any party/creditors.

L. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.

M. Proceedings of Annual and extraordinary general meetings of the listed entity.

N.Amendments to memorandum and articles of association of listed entity, in brief.

O.Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

Annexure B

Events which shall be disclosed upon application of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of the listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
13. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

RELATED PARTY TRANSACTIONS POLICY

Pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) (LODR) Regulations, 2015, as amended from time to time.

1. SCOPE AND PURPOSE

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of a company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 (“Act”) read with the Rules framed there under and Regulations 23 read with 2(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, Service Care Limited (“Company”) has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Regulation 23(1) of the SEBI Listing Regulations requires the Company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

In the light of the above, the Company has framed this Policy on Related Party Transactions (“Policy”). This Policy has been adopted by the Board of Directors of the Company (“Board”) based on the recommendations of the Audit Committee. Going forward, the Audit Committee will review the Policy at least once every three years and amend the Policy, as and when required, subject to the adoption by the Board.

2.OBJECTIVE

The objective of this Policy is to set out

1. the basis of identifying related parties of the Company as well as related party transactions
2. the materiality thresholds for related party transactions and
3. the manner of entering into transactions between the Company and its related parties based on the Act read with the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company.

3.DEFINITIONS

“Act” means the Companies Act, 2013 as amended from time to time;

“Audit Committee” shall mean the audit committee constituted by the Board from time to time, in accordance with the provisions of the Act and the SEBI Listing Regulations.

“Board of Directors” or **“Board”** means the collective body of the Directors of the Company, as constituted from time to time, in line with the provisions of the Act and the SEBI Listing Regulations.

“SEBI Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“Regulation 23” means the Regulation 23 of the SEBI Listing Regulations.

“Arm’s Length Transaction” means a transaction between two related parties that is conducted as if they were unrelated parties, so that there is no conflict of interest;

“Ordinary course of business” means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per its Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines;

“Company” means Service Care Limited;

“Relative” with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder;

“Related Party” shall have the meaning as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

"Related Party Transaction" have the meaning as defined under Section 188 of the Act read with Regulation 2(1)(zc) of the SEBI Listing Regulations, as amended, and shall mean a transaction involving a transfer of resources, services or obligations between:

- the Company or any of its subsidiaries on one hand and a related party of Company or any of its subsidiaries on the other hand;
- the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries with effect from April 1, 2023

regardless of whether a price is charged and a transaction with a related party shall be construed to include a single transaction or a group of transactions in a contract, including but not limited to the following –

- sale, purchase or supply of any goods or materials;
- selling or otherwise disposing of, or buying, property of any kind;
- leasing of property of any kind;
- availing or rendering of any services;
- appointment of any agent for purchase or sale of goods, materials, services or property;
- appointment to any office or place of profit in the Company, its subsidiary or associate company
- underwriting the subscription of any securities or derivatives thereof, of the Company.

Following shall not be considered Related Party Transaction of the Company in terms of SEBI Listing Regulations:

1. the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
2. corporate actions which are uniformly applicable/offered to shareholders in proportion of their shareholding such as payment of dividend, subdivision or consolidation of securities by the Company, issuance of securities by way of a rights issue or a bonus issue and buy-back of securities.
3. retail purchases from Service Care or any of its subsidiaries by its directors or key managerial personnel or its subsidiary, and relatives of such directors or key managerial personnel, without establishing any business relationship and at the terms which are uniformly applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel.

Further, remuneration and sitting fees paid by Service Care or its subsidiaries to its directors, key managerial personnels or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of Regulation 23 of the Listing Regulations.

"Material Related Party Transaction" in case of a listed entity which has listed its specified securities on the SME Exchange, means a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore (Rs. 50 Crore) or ten per cent. (10%) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

"Key Managerial Personnel" or **"KMP"** shall have the meaning as defined under Regulation 2(1)(o) of the SEBI Listing Regulations read with Section 2(51) of the Companies Act, 2013, each as amended from time to time and includes any person so authorized and designated by the Board of Directors of the Company as KMP in compliance with the provisions of Regulations 2(1)(o) and 6 of the SEBI Listing Regulations and Section 2(51) read with Section 203 of the Act.

"Industry Standards" shall mean the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" as notified by SEBI vide its circular dated June 26, 2025, and subsequently as amended from time to time.

Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations or any other applicable law or regulation, each as amended.

4.MATERIALITY THRESHOLDS

Regulation 23 of the SEBI Listing Regulations requires a Company to provide materiality thresholds for transactions with its related party. In any event, if a Related Party Transaction ("RPT") exceeds the materiality threshold, prior approval of the shareholders of the Company will be required through an ordinary resolution. Prior approval of shareholders is also required in case of any subsequent material modifications to these already approved Related Party Transactions.

Related Party Transaction for a company listed on the SME Exchange, shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore (Rs. 50 Crore) or ten per cent. (10%) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the company, whichever is lower.

None of the related parties ("RPs") of the Company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not (RP's can cast only negative vote to reject the resolution seeking approval of material RPT(s)).

Related Party Transaction policy on materiality and its threshold limits shall be reviewed by the Audit Committee and the Board, at least once in every three years and updated accordingly.

5.MANNER OF DEALING WITH RELATED PARTY TRANSACTION

5.1.Identification of Related Parties

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the SEBI Listing Regulations.

5.2Identification of Related Party Transactions

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 read with Section 177 of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulations. The Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company will seek external expert opinion, if necessary.

Once the related party transactions are identified, the Management shall categorize the transactions under the following categories as per the Industry Standards and place applicable disclosures before the Committee seeking approval:

- Material Related Party Transactions
- Other Related Party Transactions, but with promoter or promoter group or person/ entity in which promoter or promoter group has concern or interest.
- Residual Related Party Transactions.

The industry standards are not applicable to RPTs with value less than ₹1 crore in a year.

5.3Procedure for Approval of Related Party Transaction

5.3.1Approval of the Audit Committee

A. Prior approval of the Audit Committee shall be required for all Related Party Transactions and subsequent material modifications as defined by the Audit Committee;

Further, the Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

Remuneration and sitting fees paid by Service Care to its directors, key managerial personnels or senior management, except who is part of promoter or promoter group, provided that the same is not material in terms of the provisions of Regulation 23(1) of the Listing Regulations.

Members of the Audit Committee, who are independent directors, shall alone approve Related Party Transactions.

The Audit Committee, at the time of approval of RPTs, shall take into consideration the certificate to be placed before it by the Chief Executive Officer or Chief Financial Officer or any other KMP of the Company, confirming that the RPT(s) to be entered into are not prejudicial to the interest of public shareholders of the Company and the terms and conditions of the proposed RPT(s) are not unfavourable to the Company, compared to terms and conditions, had similar transaction(s) been entered into with an unrelated party. This certificate shall be placed before the Committee in terms of the Industry Standards.

However, the Company may obtain omnibus approval from the Audit Committee for all Related Party Transactions subject to compliances with the conditions prescribed below.

1. The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for granting the omnibus approval in line with the Policy and such approval shall include the following:

- Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year;
- The maximum value per transaction which can be allowed;
- extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
- eview, at such intervals as the Audit Committee may deem fit, Related Party Transaction entered into by the Company pursuant to each omnibus approval made;
- transactions which cannot be subject to the omnibus approval by the Audit Committee.

2.The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:

- repetitiveness of the transactions (in past or in future);
- justification for the need of omnibus approval.

3. The Audit Committee shall satisfy itself regarding the need for such omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company;

4. The omnibus approval shall provide details of (i) the name(s) of the related party and its relationship with the Company or its subsidiary, nature of transaction, period of transaction, maximum aggregated value of the particular type

of transaction that can be entered into during the year; (ii) basis of arriving at the indicative base price / current contracted price and the formula for variation in the price if any, (iii) minimum information about the RPTs as per the provisions of the Industry Standards and (iv) such other conditions as the Audit Committee may deem fit.

Provided that where the need for Related Party Transactions cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding ₹1 crore per transaction.

5. The Audit Committee shall review, at least on a quarterly basis, the aggregated value and other details of Related Party Transactions entered into by the Company or its subsidiary pursuant to the omnibus approval given;

6. Omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Act or rules, notifications, or circulars issued thereunder from time to time. In case of omnibus approvals for material related party transactions, granted by the shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

7. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

8. Omnibus approval can be granted by the audit committee for related party transactions of the Company as well as of its subsidiaries.

9. Any other conditions as the Audit Committee may deem fit.

B. Pursuant to the approval of the Board of Directors, the Audit Committee of the Company has specified following criteria for granting omnibus approval:

1. The maximum value of the transactions, in aggregate, which can be allowed under omnibus route in a year will be 50% of the annual consolidated turnover of the Company as per its last audited financial statements, subject to the transaction(s) exceeding the materiality threshold which require shareholder approval will not be considered for this limit.
2. The maximum value per transaction which can be approved under omnibus route will be the same as per the materiality threshold as defined in the Policy. Should the value per transaction, through omnibus route, exceed the materiality threshold as defined in the Policy, the same shall be subject to approval of shareholders of the Company.
3. While assessing a proposal put up before the Audit Committee / Board for approval, the Audit Committee / Board may review the following documents / seek the following information from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not:

- the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into;
- the indicative base price / current contracted price and the formula for variation in the price, if any;
- Minimum Information to be placed before the Audit Committee as required under the Industry Standards
- such other information/documents/confirmations as the Audit Committee may deem fit from time to time.

4. The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered by the Company pursuant to each omnibus approval given.
5. ransaction of following nature will not be subject to the omnibus approval of the Audit Committee:

- Transactions which are not at arm's length or not in the ordinary course of business;
- Transactions which are not repetitive in nature;
- Transactions exceeding materiality thresholds as laid down in the Policy
- Transactions in respect of selling or disposing of the undertaking of the company
- Financial Transactions e.g. Loan to related parties, Inter Corporate Deposits, subscriptions to bond, debenture or preference shares issued by the related parties, corporate guarantee given/received from related parties.
- Any other transaction as the Audit Committee may deem not fit for omnibus approval

C. Audit Committee has defined "material modifications" as -

Material Modifications of Related Party Transaction" in relation to the Company means and includes any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee / Board/ Shareholders, as the case may be.

5.3.2 Approval of the Board of Directors of the Company

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

1. Transactions which may be in the ordinary course of business and at arm's length basis, but which are, as per the Policy, determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
2. Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
3. Transactions which are in the ordinary course of business and at arm's length basis, but which as per Audit Committee requires Board approval;
4. Transactions meeting the materiality thresholds laid down in the Policy, which are intended to be placed before the shareholders for approval.

5.3.3.Approval of Shareholders of the Company

All the transactions with related parties exceeding the materiality thresholds, laid down in the Policy, are placed before the shareholders for approval. For this purpose, none of the related parties of the Company shall vote to approve on such shareholders' resolution irrespective of whether the entity is a related party to the particular transaction or not. (RP's can cast only negative vote to reject the shareholders resolution of material RPT).

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not at Arm's Length or not in the ordinary course of business; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

6.DISCLOSURES

- The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or not at arm's length basis along with the justification for entering into such transaction.
- The Company shall place all the information, as specified in Industry Standards read with the provisions of SEBI Listing Regulations, Companies Act, 2013 as well as additional information specified by SEBI from time to time, for review of the Audit Committee while seeking prior approval of the RPTs.
- The Company shall place all the information, as specified in Industry Standards read with the provisions of SEBI Listing Regulations, Companies Act, 2013 as well as additional information specified by SEBI from time to time, in the Statement to the notice being sent to shareholders seeking their approval for proposed RPTs as applicable.
- The Company shall provide disclosure of the Related Party Transactions to stock exchanges where the Company's securities are listed, in the format as specified by the SEBI/stock exchanges from time to time and within statutory timelines. The Company shall simultaneously upload the disclosure at its website.

7.RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

The members of the Audit Committee, who are independent directors, may ratify the related party transactions within 3 months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier. Ratification is subject to certain conditions as specified in the Listing Regulations.

The failure to seek ratification of the audit committee shall render related party transactions voidable at the option of the audit committee and if the transaction is with a related party to any director or is authorized by any director, the director(s) concerned shall indemnify the Company against any losses incurred.

8.REVIEW OF THE POLICY

The adequacy of this Policy shall be reviewed and reassessed by the Committee periodically and at least once in three years and appropriate recommendations shall be made by the Audit Committee to the Board to update the Policy based on the changes that may be brought about due to any regulatory amendments or otherwise.

9.COMPLIANCE RESPONSIBILITY

Compliance of this Policy shall be the responsibility of the Chief Financial Officer (CFO) and the Company Secretary of the Company, severally, who shall have the power to ask for any information or clarifications from the management in this regard.

CODE FOR PREVENTION OF INSIDER TRADING & CODE OF CORPORATE DISCLOSURE

INTRODUCTION

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Insider Trading) Regulations, 1992. This Code for Prevention of Insider Trading & Code of Corporate Disclosure Practices (Code) is based on the principle that Directors, Officers, and Employees of Company owe a fiduciary duty to the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal Securities transactions in a manner that does not create any conflict of interest situation. The Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investors by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

DEFINITIONS & INTERPRETATION

"Audit Committee" means Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with the provisions of section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

"Board" means Board of Directors of the Service Care Limited (Company).

"Code" means this Code for Prevention of Insider Trading and Code of Corporate Disclosure Practices, as applicable, including modifications made thereto from time-to-time.

"Compliance Officer" means the Company Secretary of the Company, or such other senior officer designated as such and reporting to the Board, or the head of the organization in case the Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades and implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.

Explanation: "Financially Literate" means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account and cash flow statement.

"Connected Person" shall have the meaning given to it under Regulation 2(d) of the Regulations and shall also include the promoters and their directors and key managerial personnel and persons who would have access to or could access unpublished price sensitive information by virtue of any connection (including social media) that would put them in possession of unpublished price sensitive information.

"Designated Persons" means:

1. all Directors;
2. Such Employees of the Company, intermediary or fiduciary and Employees of material subsidiaries of Company;
3. all promoters of the Company and promoters who are individuals or Investment companies for intermediaries and fiduciaries;
4. Company Secretary, Chief Executive Officer and employees upto two-level below the Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the Company or their ability to have access to Unpublished Price Sensitive Information;
5. Any support staff of the Company, intermediary, fiduciary, who have access to Unpublished Price Sensitive Information; and
6. All Connected Persons (including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc.) As identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code.

The term Designated Person/s for the purposes of this Code shall include Immediate Relatives.

"Director" means a member of Board of Directors of the Company.

"Employee" means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

"Fiduciaries" means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, bank etc. assisting or advising the Company.

"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.

"Intermediary" means an intermediary registered with SEBI.

"Immediate Relative" means the spouse of the Designated Person, and includes parent, sibling and child of such Designated Person or of the spouse, who are either financially dependent on the Designated Person or consults the Designated Person in taking decisions relating to trading in securities.

"Insider" means any person who is a Connected Person or in possession of or having access to Unpublished Price Sensitive Information and includes any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose.

"Leak of UPSI" means communication of such information, which is UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purpose, performance of duties or legal obligations.

"Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business or on need-to-know basis. Legitimate Purpose shall include sharing unpublished price sensitive information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professional or other advisors or consultants, provided that such sharing has not been carried to evade or circumvent the prohibitions of these regulations.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for the purpose of Regulations and shall comply with the Code.

"Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payments is based on arms's length.

"Promoter" and **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

"Proposed to be listed" shall include securities of an unlisted company:

- If such unlisted company has filed offer documents or other documents, as the case may be, with SEBI, stock exchange(s) or Registrar of Companies in connection with the listing or
- If such unlisted company is getting listed pursuant to any merger or Amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

"Trading Day" means a day on which the recognized stock exchanges are open for trading.

"Trading in Securities" means and includes an act of subscribing to, buying, selling, and dealing or agreeing to subscribe to, buy, sell or deal in any Securities of the Company and trade shall be construed accordingly.

"Unpublished Price Sensitive Information" ("UPSI") means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- Changes in key managerial personnel.

INTERPRETATION

- The capitalized words not specifically defined in the Code shall have the same meaning as under the Companies Act, 2013 or the Regulations.
- All the provisions of the Model Code of conduct for prevention of insider trading for listed companies as contained in the Regulations to the extent they are not contradictory with this Code shall be deemed to have been mutatis mutandis specifically incorporated in this Code.
- The provisions of this Code have to be read along with the Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Regulations shall prevail.

- For interpretation of this Code, reference and reliance may be placed upon circulars or clarifications issued by SEBI and/or any other authority.

PART A
CODE FOR PREVENTION OF INSIDER TRADING

Compliance Officer & Duties of Compliance Officer

- The Company Secretary shall be the Compliance Officer and shall report to the Board of Directors of the Company.
- The Compliance Officer shall be adequately empowered and responsible to effectively discharge functions under the Code and shall have access to all information and documents relating to the Securities of the Company.
- The Compliance Officer shall be responsible for setting forth policies in relation to implementation of the Code and Regulations in consultation with the Board and grant of pre-dealing approvals to the Designated Persons for dealings in the Company's Securities by them and monitoring of such dealings. The Compliance Officer shall implement this Code under the general supervision of the Audit Committee and overall supervision of the Board.
- The Compliance Officer shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non- tampering of the database.
- The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
- The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.

Preservation of "Price Sensitive Information"

- Designated Person shall maintain the confidentiality of all UPSI. Designated Persons shall not pass on or allow access of such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
- Designated Employees who are privy to unpublished PSI shall handle the same strictly on a "Need to Know" basis except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations. This means the unpublished PSI shall be disclosed only to those persons who need to know the same in the course of performance or discharge of their duty and whose possession of unpublished PSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

Prohibition on Dealing, Communicating or Counseling on Matters Relating to Insider Trading

1. No Insider shall:

- either on his own behalf, or on behalf of any other person, deal in securities of the Company and when in the possession of any UPSI;
- communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However, these restrictions shall not be applicable to any communication required in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.

2. Insider while preserving the confidentiality of information, and to safe guard its wrongful dissemination should ensure that:

- confidential information is kept secure;
- data files are protected by passwords; and
- data is maintained as per proper guidelines laid down the Compliance Officer from time to time.

The Compliance Officer shall maintain a list of Designated Persons and of other persons with whom Unpublished Price Sensitive Information is shared.

Trading Restrictions

1. Trading by Designated Persons shall be subject to trading restrictions as enumerated below:

- Designated Persons shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open.
- The Trading Window shall be, inter alia, closed at the time of:

a. Declaration of Financial results (quarterly, half-yearly and annual);
b. Declaration of dividends (interim and final);
c. Issue of securities by way of public/ rights/bonus, etc.;

d. Any major expansion plans or execution of new project;
e. Amalgamation, mergers, takeovers and buy-back; and
f. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

2. The Compliance Officer shall also close the trading window when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. In respect of declaration of financial results, the Trading Window shall remain closed at least from a date that is 7 days prior to date of declaration of financial results till 48 hours after the declaration of financial results. In other cases the trading window shall be opened 48 hours after the UPSI becomes generally available. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

3. No Designated Person shall at any time, enter into and take positions in derivative transactions in the Securities of the Company.

4. Irrespective of the fact that the Trading Window is open, Designated Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e. sell or buy, as the case may be, in any number of the Securities of the Company, except as provided under the Code. The Compliance Officer can grant relaxation from strict application of the above restriction after recording the reasons in this regard provided that such relaxation does not violate the Regulations. It may however, be noted that in terms of the Regulations, no such purchase/ sale will be permitted when the Trading Window is closed. Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

5. The provisions of this Code shall be applicable for trading either as first-named shareholder or joint holder.

6. Trading restrictions under this Code are also applicable to Designated Persons who engage Portfolio Managers and it shall be responsibility of Designated Person to ensure that the Portfolio complies with this Code.

7. In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time-to- time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

Pre-clearance of trades

1. Designated Person who intend to deal in the securities of the Company during free period shall be required to obtain pre-approval as per format in Annexure I from the Compliance Officer, in case whether in one transaction or a series of transactions in any financial year exceeds Rs.10 lac (market value). The Compliance Officer shall grant approval within 2 Working Days from the date of acknowledgement. The Compliance Officer shall submit his/her application for pre-approval to the Managing Director.

2. Designated Persons shall execute their order in respect of securities of the Company within seven days after the approval of pre-clearance is given. If the order is not executed within seven days after the approval is given, Designated Persons must pre clear the transaction again. The Designated Person shall file within 2 days Trading Days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form Annexure II.

Trading Plans

The Regulations recognize the concept of Trading Plans. Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

Disclosure Requirements

Disclosure Requirement	Format	Time period within which disclosure is to be made
Initial Disclosure by Promoter, Member of Promoter Group, KMP, Director	Number of Securities held (Format as per Annexure III)	Within 30 days of the Regulations taking effect
Every person on appointment as a KMP or Director or upon becoming Promoter or Member of Promoter Group	Number of Securities held (Format as per Annexure IV)	Within 7 days of such appointment or becoming a Promoter, Member of Promoter Group or KMP or Director
Continual Disclosure by Promoter, Member of Promoter Group, Employee and Director of the Company or Designated Persons if the value of transactions over any calendar quarter	Details of Securities acquired or disposed off (Format as per Annexure V)	Within 2 Trading Days of such transaction
Annual Disclosure by all Promoters, KMP, Directors and Designated Persons	Number of Securities held (Format as per Annexure VI)	Annual disclosure of no of Securities as on March 31, shall be made within 15 days.
Additional Disclosure by Designated Persons	Names, PAN, and Mobile number of Immediate Relative, person to whom Designated Person shares Material Financial Relationship (Format as per Annexure VII)	Disclosure shall be made within 30 days.

Institutional Mechanism for Prevention of Insider Trading

1. The Chief Executive Officer or Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
2. The internal controls shall include the following:

- all employees who have access to unpublished price sensitive information shall be identified as Designated Persons;
- all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of these Code and Regulation;
- adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the Code and Regulations;
- list of all employees and other persons with whom unpublished price sensitive is shares shall be maintained in the digital database and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- all other relevant requirement specified under the Code and Regulations shall be complied with; and
- periodic process review to evaluate effectiveness of such controls.

3. The Chief Executive Director or Managing Director shall ensures compliance with Institutional Mechanism for Prevention of Insider Trading.
4. The Audit Committee of the Company shall review compliance with the provisions of the Code, at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
5. Policy and procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information has been formulated by the Company and duly approved by the Board of Directors of the Company. Accordingly, the Compliance Officer shall initiate appropriate inquiries on becoming aware of leak of UPSI and promptly inform SEBI only after verification by the Inquiry Committee.
6. The Whistle-blower policy of the Company, a copy of which is available on the website of the Company, enables employees to report instances, if any, of leak of UPSI.
7. If an inquiry is initiated by the Company in case of reported leakage or suspected leak of UPSI, the Intermediaries and Fiduciaries engaged by the Company shall co-operate with the Company in connection with such inquiry conducted by the Company.

Penalty for contravention of Code

1. Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives). The Designated Persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action including the termination of employment, wage freeze, suspension, recovery claw back etc.
2. The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
3. In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.
4. In case of violation by the Compliance Officer, the Chief Executive Officer or the Managing Director of the Company shall perform the functions of the Compliance Officer.

Modification or Amendment of Code

1. The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend/ substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.
2. In any circumstance where the terms of this Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Code.
3. The Chief Executive Officer or Managing Director of the Company is authorized to make such modifications in the Code time to time, as may be required to ensure compliance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time time).

POLICY ON DETERMINATION OF LEGITIMATE PURPOSE

Legal Framework

The Securities and Exchange Board of India (“SEBI”), vide its Notification dated December 31, 2018, has amended the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”). The amendments to the SEBI PIT Regulations are effective from April 1, 2019. Regulation 3 (2A) of the SEBI PIT Regulations specifies that every listed entity shall have a policy for the determination of legitimate purpose for which Unpublished Price Sensitive Information (“UPSI”) is shared by the Insider during the course of its business operations with various stakeholders like partners, collaborators, lenders, customers, suppliers legal advisors, auditors etc.

Objective of Policy

This Policy deals with sharing of UPSI by the Insider in the ordinary course of its business operations or on a need – to-know basis with various stakeholders.

Steps for sharing UPSI

An Insider while sharing UPSI shall ensure that:

1. UPSI is shared for legitimate purposes.
2. A structured digital database is maintained containing the Names of the person or entities along with Permanent Account Number (or any other identifier where PAN is not available) with whom information is shared. Such database is to be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure no- tampering of the database as per format in Annexure IX.
3. Intimation to be given to the recipient that information shares is UPSI and a confidential/non- disclosure agreement is entered into with the recipient.
4. UPSI to be shared in electronic mode or physical copy addressed directly to the recipient with acknowledgement.

Review

Audit Committee shall review compliance at least once a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

Amendment

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend/ substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy. The Chief Executive Officer or Managing Director of the Company is authorized to make such modifications in the Code time to time, as may be required to ensure compliance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time time).

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Legal Framework

The Securities and Exchange Board of India (“SEBI”), vide its Notification dated December 31, 2018, has amended the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”). The amendments to the SEBI PIT Regulations are effective from April 1, 2019. Regulation 9A (5) of the SEBI PIT Regulations specifies that every listed entity shall have a written policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information (“UPSI”) or suspected leak of UPSI and for initiation of appropriate inquiry on becoming aware of leak or suspected leak and promptly inform Securities and Exchange Board of India of such leaks, inquiries and results of such inquiries.

Objective of Policy

This Policy deals with formulation of procedures for inquiry in case of leak of UPSI or suspected leak UPSI and for initiation of appropriate inquiry, reporting and penalizing the guilty of violating this policy.

Procedure for inquiry in case of Leak or suspected Leak of UPSI

The Compliance Officer or the Chairman of the Audit Committee on becoming aware suo moto or on receipt of a written communication of leak or suspected leak of UPSI from:

- Any person including Employee(s) of the Company;
- Regulators; or
- Promoter;

shall follow the below mentioned procedure in order to inquire and/or investigate the matter.

(a)Preliminary Inquiry:

The object is to ascertain the truth of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark further investigation.

The person (s) appointed/authorized by the Compliance Officer shall submit inquiry report to the Compliance Officer within 7 working days from the date of appointment /authorization. The inquiry report shall be submitted to the Chairman of the Audit Committee.

(b)Intimation of Leak or suspected leak of Unpublished Price Sensitive Information:

If in the opinion of the Chairman of the Audit Committee/Chief Financial Officer and Compliance Officer, the preliminary inquiry report requires further investigation, the same shall be submitted to:

- Managing Director/Board of Directors
- Inquiry Committee

The Compliance Officer shall intimate SEBI about the Leak or suspected Leak of UPSI.

(c)Constitution of Inquiry Committee:

The Inquiry Committee shall consists of minimum 3 Members which shall include the following persons or any persons nominated by Managing Directors/Chief Financial Officer/Compliance Officer-

-Managing Director

- Chief Financial Officer
- Company Secretary
- Head of Human Recourses Department

In case of conflict of interest in any referred case, the member of the committee shall recuse himself/ herself from the inquiry.

(d)Initiation of Investigation by the Inquiry Committee

The Inquiry Committee shall conduct investigation upon receipt of report of preliminary inquiry and complete the said investigation within 7 working days. The Inquiry Committee’s investigation report shall be submitted to the Chairman of Audit Committee/ Board of Directors immediately. The Company shall promptly intimate SEBI of the results of such inquiries.

Power of the Inquiry Committee

The Inquiry Committee while conducting inquiry shall exercise the following powers-

- Call any employee or individuals for seeking clarification or information on the leak
- Call persons/members of committees or individuals involved in generation of original financial data/consolidation of data for financial results/preparation of presentation, Board Notes and dissemination of information on public domain.
- Call any persons or connected persons who had access to unpublished price sensitive information
- Engage any external investigators or experts
- Take necessary actions including sending the delinquent on leave, restrict physical access to the office premise, freeze access to systems, emails etc. during the pendency of the investigation.
- Keep the identity of the delinquent confidential till the completion of inquiry unless essentially required for the purpose of investigation.

- Intimate the delinquent of the allegations and provide him/her an Opportunity of being heard.
- Do all such acts, deeds, matters and things as are necessary for the purpose of conducting an internal investigation.

Disciplinary Action
The disciplinary action against Delinquent may be taken within 15 days from receipt of investigation report by Chairman of Audit Committee/ Board of Directors.
The disciplinary action(s) may include wage freeze, suspension, recovery, claw back, termination etc. as may be decided by the Audit Committee/Board of Directors.

Amendment
The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend/ substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy. The Chief Executive Officer or Managing Director of the Company is authorized to make such modifications in the Code time to time, as may be required to ensure compliance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time time).

PART B
CODE FOR CORPORATE DISCLOSURE PRACTICES

Overseeing and coordinating disclosure

1. The Board of Directors shall designate a senior officer as Chief Investor Relations Officer (CIRO) who would be responsible to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (UPSI) pursuant to this Code as required under the Regulations. The CIRO shall report to the Managing Director and shall also co-ordinate with the Chief Financial Officer.
2. The CIRO shall ensure that information shared with analysts and research personnel is not UPSI. The Chief Investor Relations Officer shall be responsible for overseeing and co-ordinating disclosure of UPSI to analysts, shareholders and media, and educating Employees on disclosure policies and procedures.
3. The Chief Investor Relations Officer shall also ensure that when interacting with media and external public, guidelines for disclosure of UPSI are complied with.
4. All disclosure/dissemination of any UPSI (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the CIRO, for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the CIRO. In case of doubt, the CIRO, shall consult and seek approval of the Managing Director before dissemination of such information.

5. .Should any dissemination of information on behalf of the Company take place without prior approval referred above, out of accidental omission, selectively, inadvertently or otherwise by any Employee/Director of the Company then such Employee/Director of the Company shall forthwith inform CIRO about such disclosure. The CIRO will then promptly disseminate the information so as to make such information generally available.

Responding to market rumors

1. The Employees of the Company shall promptly direct any queries or requests for verification of market rumors received from stock exchanges or from media or from any other source to the CIRO.
2. The CIRO shall on receipt of requests as aforesaid, consult the Managing Director and respond to the same without any delay.
3. The CIRO shall be also responsible for deciding in consultation with the Managing Director of the Company as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.
4. All the requests/queries received shall be documented and as far as practicable, the CIRO shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Public Spokesperson unless the Managing Director approves the same.

Disclosure/ dissemination of price sensitive information with special reference to analysts, institutional investors

1. No person, except those authorized by the CIRO Officer shall disclose any information relating to the Company's Securities analysts and institutional investors. The CIRO shall be invited to meetings/conferences organized by the Company with the analysts/institutional investors.
2. .All employees and Directors of the Company should follow the guidelines given hereunder while with analysts and institutional investors:

- Sharing of non-public information : All employees and Directors of the Company shall provide only public information to the analysts/ research persons. In case non- public information is proposed to be provided, the person proposing to so provide information shall consult the CIRO in advance. The CIRO in such cases shall ensure that that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure. The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion. The CIRO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Managing Director. If the answer to any question requires dissemination of UPSI, the CIRO shall report the same to the Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press. The CIRO shall, after dissemination of such UPSI aforesaid, respond to such unanticipated questions.

- Recording of discussion: All the analyst, broker or Institutional Investor meetings shall be attended by the CIRO and another senior Employee(s) of the Company. The CIRO in order to avoid misquoting or misrepresentation, shall arrange for recording the discussions at the meeting.

- Simultaneous release of information: Whenever the Company proposes to organise meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets. The CIRO shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Managing Director.

- Medium of disclosure/ dissemination: The Company shall disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press. As a good corporate practice, the U n p u b l i s h e d Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

The information filed by the Company with the Stock Exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.

The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges, as required under the Regulations.

WHISTLE BLOWER POLICY

PURPOSE AND SCOPE

The Company has adopted a Code of Conduct that lays down the principles and standards to ensure that its affairs are conducted with the highest standards of honesty, integrity and ethical behavior. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern.

This Whistleblower Policy ("Policy") establishes a framework to promote a culture of integrity, transparency and accountability, and provides a platform that encourages individuals having complaints of actual or suspected incidents of unethical practices or violation of any applicable rules, regulations or laws to promptly come forward and express the same without fear of retaliation.

This Policy applies to all of the following:

- Directors, executive officers and senior management
- Permanent, contractual and part-time employees (whether working in India or abroad)
- Consultants, contractors, vendors and business partners
- Any person who has a business relationship with the Company

The Policy is designed to:

- Provide a mechanism for directors and employees to approach the Chairman of the Audit Committee to make protected disclosures and report instances of leak of unpublished price sensitive information
- Provide secure, confidential and accessible reporting channels
- Protect Whistleblowers from retaliation, harassment or adverse consequences
- Ensure reported concerns are investigated promptly and impartially
- Comply with applicable regulatory requirements including the SEBI (Listing and Disclosure Requirements) Regulations, SEBI (Prohibition of Insider Trading) Regulations, and the relevant Stock Exchange listing rules

DEFINITIONS

The definitions of key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

"Audit Committee" means the Audit Committee constituted by the Board of Directors in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing and Disclosure Requirements) Regulations, 2015.

"Code" means the Code of Ethics adopted by the Company.

"Employee" means every employee of the Company (whether working in India or abroad), including directors in the employment of the Company.

"Good Faith" means an honest belief that the information disclosed is true and that there is a reasonable basis for raising the concern, even if subsequent investigation determines that no wrongdoing occurred.

"Insider Trading Code" means the Company's Code of Conduct to regulate, monitor and report trading by insiders as adopted pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

"Investigator(s)" means the person(s) authorized, appointed, consulted or approached by the Audit Committee, and includes the auditors of the Company and the police.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information which may evidence unethical or improper activity, or instances of leak or suspected leak of Unpublished Price Sensitive Information.

"Reportable Concern" means any reasonable concern regarding actual, suspected or anticipated wrongdoing, misconduct, breach of law or unethical behavior as described in Section 3.

"Retaliation" means any adverse employment or business action taken against a person because they made, or were suspected of making, a report under this Policy.

"Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

"Whistleblower" means an Employee or other covered person making a Protected Disclosure under this Policy.

SCOPE OF REPORTABLE CONCERNS

This Policy is an extension of the Code of Ethics and the Insider Trading Code. The Whistleblower's role is that of a reporting party with reliable information. Whistleblowers are not required or expected to act as investigators or finders of fact, nor will they determine the appropriate corrective or remedial action warranted in a given case. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Investigator(s).

A Whistleblower may raise concerns relating to any of the following categories of potential wrongdoing:

1. **Financial Misconduct**
- Fraudulent financial reporting, accounting irregularities or misrepresentation
- Manipulation of the Company's financial statements or records
- Embezzlement, misappropriation or theft of Company assets
- Insider trading or market manipulation
- Money laundering or suspicious financial transactions
- Bribery, corruption or improper payments to public officials or third parties

2. **Governance and Compliance Violations**
- Breach of fiduciary duties by directors or officers
- Violations of securities laws, SEBI regulations, stock exchange listing rules or other regulatory requirements
- Non-compliance with the Company's Code of Ethics, Insider Trading Code, or internal policies
- Conflicts of interest that are undisclosed or improperly managed
- Abuse of authority or misuse of Company resources

3. **Unpublished Price Sensitive Information**
- Leak or suspected leak of unpublished price sensitive information in violation of the Insider Trading Code
- Any other instances constituting a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

4. **Workplace Misconduct**
- Harassment, bullying or discrimination
- Serious health and safety violations endangering employees or the public
- Data privacy breaches or misuse of confidential information

5. **Environmental and Other Violations**

- Significant violations of environmental laws or regulations
- Actions endangering public health or safety
- Any other conduct which the Whistleblower reasonably believes to be illegal, unethical or harmful to the Company, its stakeholders or the public interest

This Policy does not apply to personal employment grievances such as disputes about remuneration, promotions or working conditions, which should be directed through the Company's Human Resources grievance procedures.

ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under this Policy. The Protected Disclosures shall be in relation to matters concerning the Company. This Policy also extends to contractors, vendors and other covered persons as described in Section 1.

REPORTING CHANNELS

The Company provides multiple secure and accessible channels through which Protected Disclosures may be raised. Whistleblowers are encouraged to use whichever channel they are most comfortable with.

1.Internal Reporting Channels

All Protected Disclosures should be addressed to the Chairman of the Audit Committee. The contact details are as under:

Chairman, Audit Committee
Mr. Bharath Kumar Jain
Email: bkj.k2d@gmail.com

2.Additional reporting channels include:

Dedicated Whistleblower number:
7810027013 - received by Compliance Officer
Secure Email: compliance@servicecare.in
received by Compliance Officer

3.Written Submission:

sealed envelope marked "STRICTLY CONFIDENTIAL" addressed to the Chairman of the Audit Committee

Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised. Disclosures may also be reported verbally, either personally or over telephone to the Chairman of the Audit Committee but should be followed by a written communication. Written communications should be typed or written in legible handwriting in English, Hindi or the regional language of the place of employment of the Whistleblower.

It is suggested that the Protected Disclosure be forwarded under a covering letter bearing the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and discuss the Protected Disclosure with the Members of the Audit Committee to decide on further action. If Whistleblower does not wish to reveal their identity, they may do so; however, the disclosure must be complete, in full, and supported by base facts and figures to enable proper scrutiny and investigation.

Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

External Reporting Channels

Where a Whistleblower believes that internal channels are not appropriate or have been ineffective, concerns may be raised directly with external regulatory authorities including:

- Securities and Exchange Board of India (SEBI) or other applicable securities regulator
- The stock exchange on which the Company's securities are listed
- Statutory auditors of the Company
- Relevant law enforcement agencies

Nothing in this Policy prevents a Whistleblower from exercising any statutory right to report matters to a regulatory authority.

CONFIDENTIALITY AND ANONYMITY

- The Company is committed to maintaining the confidentiality of the Whistleblower's identity to the maximum extent possible, subject to legal obligations.
- Reports may be made anonymously through any of the reporting channels described in Section 5
- The identity of a named Whistleblower shall not be disclosed without their consent except where required by law, court order, or where necessary for a fair investigation
- Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Audit Committee (for example, during investigations carried out by Investigator(s))
- Access to reports and related information shall be restricted to those directly involved in the investigation
- All people involved in receiving or investigating a complaint are bound by confidentiality obligations
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation
- Anonymous reports will be investigated to the extent practicable based on the information provided

PROTECTION AGAINST RETALIATION

No unfair treatment will be met out to a Whistleblower by virtue of his or her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against Whistleblowers. Complete protection will be given to Whistleblowers against any unfair practice including retaliation, threat or intimidation of termination or suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like, including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform their duties or make further Protected Disclosures.

This protection extends to:

1. Current and former employees, directors, contractors and vendors
2. Persons who assist or cooperate in an investigation
3. Persons who are believed to have made or intend to make a report

The Company will take steps to minimize difficulties which the Whistleblower may experience as a result of making the Protected Disclosure. If the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure.

Any other employee assisting in an investigation shall also be protected to the same extent as the Whistleblower. Any person found to have engaged in retaliation will be subject to disciplinary action up to and including termination of employment or business relationship. Whistleblowers who experience or fear retaliation should report this immediately to the Chairman of the Audit Committee or the Chief Compliance Officer.

DISQUALIFICATIONS AND MISUSE

While genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as set out in this Policy, any abuse of this protection will warrant disciplinary action.

- Protection under this Policy does not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing them to be false or bogus, or made with mala fide intention
- Whistleblowers who make three or more Protected Disclosures that are subsequently found to be mala fide, frivolous, baseless, malicious or reported otherwise than in good faith will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company or the Audit Committee reserves the right to take or recommend appropriate disciplinary action
- The filing of a report does not confer immunity on the Whistleblower in respect of their own involvement in any wrongdoing

INVESTIGATION PROCEDURE

1.Preliminary Review and Acknowledgement

All Protected Disclosures reported under this Policy will be appropriately dealt with by the Audit Committee. Investigations will be launched only after a preliminary review which establishes that:
-the alleged act constitutes an improper or unethical activity or conduct, and
-either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may still be worthy of management review

Upon receipt of a report, the Audit Committee shall acknowledge receipt to the Whistleblower (where contact details have been provided) within five (5) business days. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.

2..Appointment of Investigators

The Audit Committee may at its discretion consider involving any Investigator(s) for the purpose of investigation. All Investigators shall be independent and unbiased both in fact and as perceived, and will have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards. Investigator(s) shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation. Technical and other resources may be drawn upon as necessary to augment the investigation.

Where an allegation concerns senior management or a director, the investigation shall be led by the Audit Committee or an independent external party.

3.Rights and Duties of the Subject

The following rights and duties apply to the Subject of any investigation:

- The Subject will normally be informed of the allegations at the outset of a formal investigation and will have opportunities to provide their inputs. This will be after conclusion of the initial review and findings which prima facie establish a need for a formal investigation
- The Subject has a duty to cooperate with the Audit Committee or any of the Investigator(s) during investigation, to the extent that such cooperation does not merely require them to admit guilt
- The Subject has a right to consult with a person or persons of their choice, other than the Investigator(s), members of the Audit Committee, and the Whistleblower. The Subject shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings
- The Subject has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated
- Unless there are compelling reasons not to do so, the Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered maintainable unless there is good evidence in support of the allegation
- The Subject has a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company

4.Conduct of Investigation

- All investigations shall be conducted promptly, objectively and with appropriate confidentiality
- The Subject of a complaint shall not be notified until it is deemed appropriate by the Investigating Authority
- The Whistleblower shall, where practicable, be kept reasonably informed of the progress of the investigation
- All investigations shall be completed normally within forty-five (45) business days of receipt of the Protected Disclosure, unless the complexity of the matter warrants an extension, which shall be communicated to the relevant parties

5.Outcomes and Remedial Action

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend such disciplinary or corrective action as it deems fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation shall adhere to the applicable personnel or staff conduct and disciplinary procedures. Depending on the findings, the Company may also:

- Report the matter to relevant regulatory or law enforcement authorities
- Implement control improvements or policy changes
- Close the matter with no further action if the concern is unsubstantiated
- The outcome shall be reported to the Audit Committee and, where applicable, to the Board of Directors.

REPORTING BY INVESTIGATORS

The Investigator(s) shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to them since the last report, together with the results of investigations, if any. The Audit Committee shall in turn report material matters to the Board of Directors. Statistical summaries of reports received and their resolution may be included in the Company's Annual Report or disclosed to regulators as required.

ROLES AND RESPONSIBILITIES

The following parties bear primary responsibility for the operation of this Policy:

- **Board of Directors:**

Provides oversight of this Policy; ensures adequate resources are allocated; receives summary reports from the Audit Committee on whistleblower matters.

- A**udit Committee:**

Primary oversight body; receives and reviews all material Protected Disclosures; appoints Investigators; reviews investigation outcomes; reports to the Board; interprets and administers this Policy subject to the superintendence of the Board.

- **Chief Compliance Officer / CEO / MD:**

Administers the Policy day-to-day; coordinates investigations; maintains records; conducts training and awareness; authorised to make modifications to ensure compliance with SEBI Regulations as amended from time to time.

- **Internal Audit:**

Conduct investigations as directed; provides independent assessment of controls; reports findings to the Audit Committee.

- **Human Resources:**

Supports employee-related investigations; implements any disciplinary recommendations; maintains records of retaliation complaints.

- **All Employees and Associates:**

Must be aware of this Policy; report concerns in good faith; cooperate with investigations; maintain confidentiality.

RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigations relating thereto shall be retained by the Company for a minimum period of seven (7) years from the date of receipt of the report, or such longer period as required by applicable law. Records shall be maintained in a secure manner with access restricted to authorised personnel.

TRAINING AND AWARENESS

The Company shall ensure that this Policy is effectively communicated to all covered people through:

1. Inclusion of this Policy in the employee induction programme
2. Periodic training sessions and e-learning modules
3. Publication on the Company's intranet and corporate website
4. Regular reminders through internal communications

Training shall include guidance on how to recognise Reportable Concerns, how to use reporting channels, and what protections are available under this Policy.

AMENDMENT AND REVIEW

The Company reserves the right to amend or modify this Policy in whole or in part at any time without assigning any reason whatsoever. Subject to the superintendence of the Board, this Policy shall be interpreted and administered by the Audit Committee. The Audit Committee may review the Policy from time to time and make recommendations for amendment as it deems appropriate.

This Policy shall be reviewed at least once every two (2) years or more frequently in the event of:

- Significant changes to applicable laws or regulations, including SEBI Regulations
- Material changes to the Company's business or structure
- Material deficiencies identified in the operation of the Policy

The Chief Executive Officer or Managing Director is authorised to make such modifications to this Policy from time to time as may be required to ensure compliance with the provisions of applicable SEBI Regulations as amended from time to time.

REGULATORY COMPLIANCE

This Policy has been formulated to facilitate compliance with applicable whistleblower protection and corporate governance requirements, including:

ü Securities and Exchange Board of India (SEBI) (Listing and Disclosure Requirements) Regulations, 2015 - Regulation 18 and related provisions

- SEBI (Prohibition of Insider Trading) Regulations, 2015 - as amended
- Section 177 of the Companies Act, 2013
- Stock Exchange listing rules and applicable corporate governance codes
- Any other applicable securities legislation or regulatory requirements in jurisdictions where the Company operates

To the extent any provision of this Policy conflicts with applicable mandatory law, such law shall prevail.

RISK MANAGEMENT POLICY

OVERVIEW

Service Care Limited ('the Company') is engaged in the Facility Management and Payroll Management. The business activities of the Company carry various internal and external risks.

Risks are events, situations or circumstances which may lead to adverse consequences on the Company's business. Effective risk management process is a key to sustained operations thereby protecting shareholder value, improving governance process, achieving strategic objectives and being well prepared for adverse situations or unforeseen circumstances, if they occur in the lifecycle of the business activities.

Risks can be internal and external and are inherent in all administrative and business activities. Every member of any organization continuously manages various types of risks. Formal and systematic approaches to managing risks are now regarded as good management practice and are also called as Risk Management.

'**Risk Management'** is the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of uncertain events or to maximize the realization of opportunities. Risk management also provides a system for the setting of priorities when there are competing demands on limited resources.

Effective risk management requires:

- A strategic focus,
- Forward thinking and active approaches to management
- Balance between the cost of managing risk and the anticipated benefits, and
- Contingency planning in the event that critical threats are realized.

LEGAL FRAMEWORK

Risk Management is a key aspect of the "Corporate Governance Principles" which aims to improvise the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

Risk Management Policy is framed as per the following regulatory requirements:

<u>Companies Act, 2013</u>

The provisions of Section 134(3)(n) of the Companies Act, 2013 necessitate that the Board's Report should contain a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

Further, the provisions of Section 177(4)(vii) of the Companies Act, 2013 require that every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall inter alia include evaluation of risk management systems.

SCHEDULE IV [Section 149(8)] to the Companies Act, 2013 also casts obligation on Independent Directors to help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct and also to satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

Clause 49 of the Listing Agreement also lays that the board should fulfil certain key functions, including:

- Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestments.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, andcompliance with the law and relevant standards

OBJECTIVE

In terms of the requirements of Section 134 of the Companies Act, 2013, the Company must lay down procedures to inform Board members about the Risk Assessment and Minimization Procedures.

This document lays down the framework of Risk Management at "Service Care Limited" and defines the policy for the same. This document shall be under the authority of the Board of Directors of the Company. It seeks to identify risks inherent in any business operations of the Company and provides guidelines to define, measure, report, control and mitigate the identified risks.

The process includes the prioritization of risks, selection of appropriate mitigation strategies and periodic reviews of the progress on the management of risks. The process also covers the proposed authority and responsibility structure and is meant to cover all the activities of the company.

SCOPE OF RISK MANAGEMENT POLICY

- To identify the risks, the Company is exposed to due to the nature of business activity.
- To review the risk bearing capacity of the Company in light of its reserves, insurance coverage or other such financial structures.
- To decide the process of management of these risks through a variety of risk management tools.
- To establish process to monitor and control the risks as per the process.
- To create an efficient process for reporting the key parameters measuring the risks and the performance of the Risk Management Tools.
- To inform the Board members about the risk assessment and its minimization procedures.
- Reviewing & approving risk disclosure statements in any public documents and disclosures.
- Put in place appropriate structures to proactively monitor and manage the inherent risks in businesses with unique / relatively high risk profiles.
- Monitoring and reviewing of the risk management plan and such other functions as it may be delegated to it by the board.
- To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e to ensure adequate systems for risk management.
- To establish a framework for the company's risk management process and to ensure its implementation.
- To assure business growth with financial stability.

RISK IDENTIFICATION

Risk Identification is obligatory on all vertical and functional heads who with the inputs from their team members are required to report the material risks to the Managing Director (MD) along with their considered views and recommendations for risk mitigation.

Analysis of all the risks thus identified shall be carried out by MD through participation of the vertical/functional heads and a preliminary report thus finalized shall be placed before the Audit Committee.

To identify organization's exposure to uncertainty, risk may be classified in the following:

- Strategic
- Operational
- Financial
- Hazard

Risk Description: To display the identified risks in a structured format.

Name of Risk	
Scope of Risk	Qualitative description of events with size, type, number etc.
Nature of Risk	Strategic, Operational, Financial, Hazard
Quantification of Risk	Significance & Probability
Risk Tolerance/ Appetite	Loss Potential & Financial Impact of Risk
Risk Treatment & Control Mechanism	a) Primary Means b) Level of Confidence c) Monitoring and Review
Potential Action for Improvement	Recommendations to Reduce Risk
Strategy and Policy Development	Identification of Function Responsible to develop Strategy and Policy

RISK EVALUATION

After risk analysis, comparison of estimated risks against organization risk bearing capacity is required. It is to be used to make decisions about the significance of risks and whether each specific risk to be accepted or treated.

RISK ESTIMATION

- Can be quantitative, semi quantitative or qualitative in terms of probability of occurrence and possible consequences.
- Impact level on performance/profit – Both Threats and Opportunities

RISK REPORTING

Internal Reporting

- Vertical Heads
- Managing Director
- Audit Committee
- Board of Directors

External Reporting

To communicate to the stakeholders on regular basis as part of Corporate Governance.

DEVELOPMENT OF ACTION PLAN

- The Audit Committee of the Company shall overview the functioning ofRisk Management Plan monitor the implementation thereof, review the same and suggest changes required from time to time .The members of the Risk and Audit Committee shall discharge the role of “Think Tank”, ideate and bounce off their collective suggestions to the Board for periodic updating of the Risk Management Plan to ensure that the same is in sync with changing macro and micro factors having bearing on all material aspects of the businesses the Company is engaged in or shall undertake in future.
- Audit Committee shall critically examine the report of MD and each identified risk shall be assessed for its likely impact vis a vis the resources at the Company’s disposal.
- The Audit Committee shall approve the Risk Management (including Risk Treatment) strategy, control structure and policy guidelines and delegate authority and accountability for risk management to the Company’s executive team.

The guidelines shall include prescription on:

Risk Treatment

Treatment of Risk through the process of selecting and implementing measures to mitigate risks. Toprioritize risk control actions in terms of their potential to benefit the organization. Risk treatment includes risk control/ mitigation and extends to risk avoidance, risk transfer (insurance), risk financing, risk absorption etc. for

- Effective and efficient operations
- Effective internal controls
- Compliance with laws and regulations

Risk Treatment shall be applied at all levels through carefully selected validations at each stage to ensure smooth achievement of the objective.

Enterprise Risk Planning (ERP package)

ERP system shall play a key role in timely availability of all data/reports required for the Committee to develop the Action Plan as stated above.

The Board shall have the discretion to deal with certain risks (may be called Key or Highly Sensitive Risks) in the manner it may deem fit. Mitigation of such Highly Sensitive/Key risks and effectiveness of their mitigation measures and review of the strategy may be directly discussed by the Board members with Audit Committee.

ROLE OF AUDIT COMMITTEE

The following shall serve as the Role & Responsibility of the Audit Committee authorized to evaluate the effectiveness of the Risk Management Framework:

1. Review of the strategy for implementing risk management policy
2. To examine the organization structure relating to Risk management
3. Evaluate the efficacy of Risk Management Systems – Recording and Reporting
4. To review all hedging strategies/risk treatment methodologies vis a vis compliance with the Risk Management Policy and relevant regulatory guidelines
5. To define internal control measures to facilitate a smooth functioning of the risk management systems
6. Ensure periodic review of operations and contingency plans and reporting to Board in order to counter possibilities of adverse factorshaving a bearing on the risk management systems.

Integration of Risk Management Strategy

Service Care Limited risk management strategy is to be integrated with the overall business strategies of the organization and its mission statement to ensure that its risk management capabilities aide in establishing competitive advantage and allow management to develop reasonable assurance regarding the achievement of the Company’s objectives.

DISCLOSURE IN BOARD’S REPORT

Board of Directors shall include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

IMPLEMENTATION

This Policy will be communicated to all vertical/functional heads and other concerned persons of the Company. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

REVIEW

This policy shall evolve by review by the Risk and Audit Committee and the Board from time to time as may be necessary.

Management Discussion & Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian workforce and workspace management industry continues to evolve, supported by increasing urbanisation, formalisation of employment, changing workplace models and the growing preference of organisations to outsource non-core business functions to specialised service providers.

During the financial year 2025–26, organisations continued to focus on cost optimisation, operational efficiency and workforce flexibility. The increasing complexity of employment administration, statutory compliance and workforce deployment has further strengthened the role of organised workforce management service providers. Businesses across sectors are increasingly seeking integrated solutions that enable them to manage workforce requirements efficiently while maintaining compliance and service quality. The workspace management segment is also undergoing significant transformation, driven by evolving workplace requirements, hybrid working models and the increasing focus of organisations on employee experience and efficient utilisation of office infrastructure. Demand for flexible and managed workspace solutions continues to develop as businesses seek scalable workplace models aligned with their changing operational requirements.

Technology adoption is increasingly becoming an integral part of both workforce and workspace management. Digital platforms for employee onboarding, attendance, payroll, workforce tracking, communication and service monitoring are enabling service providers to improve transparency, operational efficiency and responsiveness.

Against this backdrop, the Company, through its Workforce Management and Workspace Management verticals, continues to focus on delivering integrated and scalable solutions while strengthening operational capabilities, client relationships and service quality.

OPPORTUNITIES AND THREATS

Opportunities

- **Growing Outsourcing Trend:** Organisations are increasingly outsourcing workforce administration and other non-core functions to specialised service providers, creating opportunities for organised players in the workforce management industry.
- **Formalisation of Workforce:** The increasing formalisation of employment and greater emphasis on statutory compliance provide opportunities for professional workforce management companies offering compliant and structured employment solutions.
- **Evolving Workplace Models:** The continued evolution of hybrid and flexible working arrangements is creating demand for managed and flexible workspace solutions that can adapt to changing business requirements.
- **Sectoral Diversification:** Growing demand from sectors such as BFSI, healthcare, technology, manufacturing, logistics, infrastructure and other service industries provides opportunities for expansion and diversification of the Company's client base.
- **Technology Enablement:** Increasing adoption of digital HR, workforce management and workspace management technologies presents opportunities to improve service delivery, operational visibility and scalability.

Threats

- **High Workforce Attrition:** The labour-intensive nature of workforce management services exposes the industry to employee attrition, manpower shortages and skill gaps, which may affect continuity and quality of service.
- **Wage Inflation and Cost Pressures:** Changes in minimum wages, statutory costs and other employment-related expenses may increase operating costs and place pressure on margins, particularly in a competitive pricing environment.
- **Compliance Requirements:** Frequent changes in labour, employment and other applicable regulations increase the compliance burden for service providers operating across multiple locations.

- **Competitive Intensity:** The presence of both established and emerging players may result in pricing pressures and increased competition for clients and skilled manpower.
- **Client and Receivable Risks:** Dependence on timely payments from clients and changes in client requirements, contract terms or business volumes may affect working capital and profitability.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company operates through two key business verticals, namely Workforce Management and Workspace Management. During FY 2025–26, the Company continued to focus on strengthening its core business operations, improving service delivery and enhancing client relationships across these verticals.

a. Workforce Management

Workforce Management remains one of the Company's principal business verticals. The Company provides workforce-related solutions to clients across diverse sectors, with emphasis on efficient workforce deployment, employment administration, statutory compliance and service delivery. During FY 2025–26, the Company continued to strengthen its workforce management capabilities and focus on improving operational efficiency, manpower deployment and compliance processes. The Company also continued to diversify its client base and strengthen relationships across sectors, thereby supporting the resilience and scalability of the business.

b. Workspace Management

Workspace Management is focused on providing integrated solutions for the management and operation of workspaces in line with evolving client requirements. During FY 2025–26, the Company continued to develop this vertical with emphasis on delivering efficient, flexible and customised workspace solutions. The Company remains focused on enhancing client experience, improving operational processes and creating scalable solutions capable of addressing the changing requirements of modern workplaces.

OUTLOOK

The Company remains focused on sustainable growth across its Workforce Management and Workspace Management verticals. The evolving employment landscape, increasing outsourcing of non-core functions and changing workplace requirements are expected to provide opportunities for organised service providers.
Going forward, the Company intends to focus on the following strategic priorities:

- **Deepening Client Relationships:** The Company will continue to strengthen engagement with existing clients, improve account management and identify opportunities to expand the scope of services provided to existing accounts.
- **Business and Geographic Expansion:** The Company intends to pursue opportunities across new sectors and geographies, while maintaining a disciplined approach towards client selection, pricing and operational viability.
- **Technology Enablement:** The Company will continue to leverage technology to improve workforce management, employee lifecycle processes, attendance and payroll administration, operational monitoring and management reporting.
- **Operational Excellence:** Improving processes, strengthening supervision and monitoring mechanisms and enhancing service quality will remain key priorities for improving customer satisfaction and operational efficiency.
- **People and Capability Development:** As a people-centric organisation, the Company will continue to focus on employee engagement, training, skill development and workforce stability to support sustainable business growth.

The Company remains cautiously optimistic about the outlook for FY 2026–27. While competitive intensity, cost pressures, manpower availability and regulatory requirements may continue to present challenges, the Company believes that its focus on client relationships, operational discipline, technology adoption and service quality will support its long-term growth objectives.

RISKS AND CONCERNS

The Company operates in a people-intensive and service-oriented industry and is exposed to various operational, financial and regulatory risks. The key risks identified by the Company include:

A. Manpower Dependency
The Company's operations are dependent on the availability and deployment of adequate manpower. Shortages, attrition or difficulty in sourcing suitable personnel may affect service delivery and customer satisfaction.

B. Client Concentration Risk
Dependence on key clients may expose the Company to risks arising from contract termination, reduction in business volumes, pricing negotiations or changes in client requirements.

C. Regulatory and Compliance Risk
The Company's workforce-related operations are subject to various labour, employment, social security and other statutory requirements. Non-compliance or changes in applicable regulations may result in financial, operational or reputational consequences.

D. Margin and Cost Risk
The competitive nature of the industry, coupled with increases in wages, statutory contributions and other operating expenses, may exert pressure on margins.

E. Receivables and Liquidity Risk
Delays in collection of receivables may adversely affect the Company's working capital position and cash flows. The Company continues to monitor receivables and client credit exposure as part of its financial management processes.

F. Operational and Service Delivery Risk
Failure to maintain consistent service standards, adequate supervision or timely deployment of manpower may adversely affect client relationships and the Company's reputation.

G. Technology and Data Security Risk
The increasing use of digital systems in workforce and workspace management exposes the Company to risks relating to data security, system availability, unauthorised access and protection of confidential information.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established internal control systems and processes commensurate with the nature, scale and complexity of its operations. These controls are designed to support effective operations, safeguarding of assets, reliability of financial reporting, compliance with applicable laws and regulations and prevention and detection of irregularities.

The Company's internal control framework covers key operational and financial processes, including billing and collections, procurement, payroll and workforce-related processes, statutory compliance and other business functions. The Audit Committee periodically reviews the adequacy and effectiveness of the internal control framework, including significant observations arising from internal and statutory audits. Corrective measures, wherever required, are monitored by the management and appropriate actions are taken.

Based on the assessment undertaken during the year, the Company believes that its internal control systems are adequate and commensurate with the size and nature of its operations.

FINANCIAL PERFORMANCE

The Company's financial performance during FY 2025–26 reflected an improvement in operating performance, supported by growth in revenue and better operating margins.
Revenue from operations increased to approximately ₹196 crore during FY 2025–26, representing growth over the previous financial year.
The Company also witnessed a significant improvement in operating profitability. EBITDA margin improved to approximately 3.70% in FY 2025–26 from approximately 1.50% in FY 2024–25. The improvement reflects the Company's continued focus on operational efficiency, cost management and improvement in the quality of its business operations.

The management remains focused on maintaining disciplined growth while improving operating efficiencies and strengthening profitability.

Key Financial Highlights

Particulars	FY 2025-26	FY 2024-25
Revenue from Operations	19,339.59	18,901.02
Other Income	239.74	(41.69)
Total Income	**19,579.34**	**18,859.33**
Expenditure	19,047.81	18,658.32
Profit Before Tax	**531.53**	**201.01**
Income Tax - Current	26.29	9.17
Income Tax - Deferred	3.31	(9.63)
Profit for the year	**501.92**	**201.47**

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company recognises its employees as an important component of its business and continues to focus on developing a capable, engaged and performance-oriented workforce.
During FY 2025–26, the Company continued to focus on employee deployment, recruitment, training, statutory compliance, employee engagement and workforce administration. The Company also continued its efforts towards strengthening human resource processes and improving operational coordination across locations.
Given the people-intensive nature of the Company's operations, employee training, skill development, safety, engagement and retention remain important areas of focus.
The Company endeavours to maintain a positive and professional working environment and to ensure appropriate mechanisms for employee grievance redressal and workplace conduct. Industrial relations remained cordial during the year.

KEY FINANCIAL RATIOS – EXPLANATION OF SIGNIFICANT CHANGES

The key financial ratios, comparative changes and explanations for significant variations, wherever applicable, form part of the Board's Report forming part of this Annual Report.

CONCLUSION

FY 2025–26 was a year of continued consolidation and improvement for Service Care Limited. The Company strengthened its focus on its two principal business verticals; Workforce Management and Workspace Management while continuing to build operational capabilities and deepen client relationships.

Going forward, the Company remains focused on sustainable and profitable growth through client-centricity, operational excellence, technology enablement and people development. The management will continue to monitor the evolving business environment and respond to market opportunities while maintaining prudent financial and operational discipline. The Company remains committed to creating sustainable long-term value for its stakeholders and strengthening its position as an integrated workforce and workspace management service provider.

The management expresses its sincere appreciation to its employees, clients, business partners, shareholders and other stakeholders for their continued support and confidence in the Company.

Cautionary Statement

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Factors that could influence the Company's results include, among others, changes in economic conditions, industry dynamics, regulatory environment, competition, manpower availability, costs and other risks and uncertainties.

Corporate Governance Report

1. Company's Philosophy on Code of Corporate Governance

The Company's Corporate Governance philosophy envisages working towards transparency, accountability, fairness, consistent value system in all its transactions and meet its stakeholders' aspirations. It is about commitment to values, ethical business conduct and making a distinction between personal and corporate funds in the management of the company.

The corporate governance framework of the company reflects a system of checks and balances between the powers of the stakeholders, the Board of Directors and the management with the goal to safeguard the interests of its stakeholders while creating sustainable value. Our Company is committed to adopt and learn best practices of Corporate Governance.

2. Board of Directors

a. Composition of the Board:

The Board of Directors of the company comprises of Three (03) Executive Directors and Three (03) Non-Executive Independent Directors. The details of composition of Board and related details are mentioned below.

b.Attendance of each director at the Board meetings and the last Annual General Meeting and details of Directorship/ Committee positions held:

Sr. No	Name	Category	No. of Directorship/ (Committee Membership)- All companies	No. of Board Meetings		Attendance at Last AGM
				Held	Attended	13/08/2025
1	Shany Jalal	Promoter/ Managing director	01(01)	06	06	Yes
2	Anil Kumar Muraleedharan	Promoter/ Executive Director	01 (02)	06	06	Yes
3	Amit Kumar Rakhecha	Promoter/ Director/CFO	01 (00)	06	06	Yes
4	Bharath Kumar Jain	Independent Director	01 (03)	06	05	Yes
5	Ashok Ajay Kumar Bantia	IIndependent Director	02 (02)	06	06	Yes
6	Pushpy B Muricken	Independent Director	04 (02)	06	06	Yes

Notes:

1. Mr. Anil Kumar Muraleedharan is husband of Ms. Shany Jalal, hence, these two directors are related as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
2. All the Independent Directors possess requisite qualifications and experience and general knowledge in the fields of corporate management, corporate governance, finance, banking, legal and other allied fields enabling them to contribute effectively in the capacity of Director of the company.
3. The Board of Directors of the Company after reviewing the declarations submitted by the Independent Directors is of the opinion that the said Directors meet the criteria of independence as per section 149(6) of the Companies Act, 2013 and the rules made there under and are independent of the management and also meet the requirements of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being the Independent Directors on the Board of the Company.

c. Number of Board meetings and dates on which meetings were held:

The Board of Directors met Six (06) times during the financial year 2025-26 on: 14 May 2025, 28 May 2025, 11 July 2025, 29 October 2025, 14 November 2025 and 04 February 2026. The maximum time gap between the two (2) consecutive meetings did not exceed one hundred and twenty (120) days.

d. A matrix setting out the skills/ expertise/ competence of the Board of Directors

The Board of Directors of the company comprises of qualified members who possess relevant skills, expertise, competencies and other criteria (collectively referred to as 'skill sets') considered appropriate in the context of its business and sector and effective functioning of the Company. The skill sets identified by the Board along with availability assessment is mapped below:

Core skills/experience/competence Identified	Actual Availability with the Board
Technical Industry know-how	Mrs. Shany Jalal, Managing Director
Strategic Planning & Leadership	Mrs. Shany Jalal, Mr. Anil Kumar Muraleedharan & Mr. Amit Kumar Rakhecha
Managerial skills	Mrs. Shany Jalal, Managing Director & Mr. Anil Kumar Muraleedharan
Financial Analysis and Management	Mr. Amit Kumar Rakhecha, Director & CFO
Governance & Compliance	Mrs. Shany Jalal, Managing Director & Mr. Amit Kumar Rakhecha

e. Details of familiarization program

The Company has organized familiarization programs for Independent Directors, details of which are displayed on the company's website of the company at www.servicecare.in

3. Audit Committee

A.Brief Description of Terms of Reference

The scope and function of the Audit Committee is to regularly review the internal control systems and procedures, accounting policies and other matters that protect the interest of the stakeholders, ensure compliance with the laws and monitor with a view to provide effective supervision of the management's process, ensure accurate, timely and proper disclosures, transparency, integrity and quality of financial reporting.

The composition, procedures, powers and role/functions of the Audit Committee constituted by the company comply with the requirements of Regulation 18 and Part C of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of section 177(1) of the Companies Act, 2013. The Audit Committee plays the role as specified under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Composition:

In accordance with the provisions of Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has set up a qualified Audit Committee. The Audit Committee of the company comprises of three (3) directors including two (2) Non-Executive Independent Directors. All the members of the Audit Committee are financially literate and have accounting or related financial management expertise.

The Audit Committee comprises of the following directors:

1. Mr. Bharath Kumar Jain, Chairman - Non Executive Independent Director.
2. Mr. Ashok Ajay Kumar Bantia, Member - Non Executive Independent Director.
3. Mr. Anil Kumar Muraleedharan, Member – Executive Director.

C.Meetings and Attendance During the Year:

There were three (03) meetings of Audit Committee held during the financial year 2025-26 on 28 May 2025, 14 November 2025, and 19 January 2026.

Attendance of each member at the Audit Committee meetings held during the year:

Name of Director	No. of meetings held during the year 2025-26	
	Held	**Attended**
Mr. Bharath Kumar Jain, Chairman	03	03
Mr. Ashok Ajay Kumar Bantia, Member	03	03
Mr. Anil Kumar Muraleedharan, Member	03	03

4.Nomination and Remuneration Committee

A. Brief Description of Terms of Reference

In accordance with the provisions of section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief role of the Nomination and Remuneration Committee includes following:

1. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of performance of independent directors and Board of directors.
3. Devising a policy on diversity of Board.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent directors, on the basis of report of performance evaluation of independent directors.
6. Recommend to the Board, all remuneration, in whatever form, payable to senior management etc.

B. Composition

In accordance with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act, 2013 read with the rules framed thereunder, the Committee comprises of three (3) Non-executive directors as follows:

1. Mr. Bharath Kumar Jain, Chairman - Non Executive Independent Director.
2. Mr. Ashok Ajay Kumar Bantia, Member - Non Executive Independent Director.
3. Ms. Pushpy B Muricken, Member - Non Executive Independent Director.

C. Meetings and Attendance during the Year

There wasOne (01) meeting of the Nomination and Remuneration committee held during the year on 11th July 2026, with all members being present.

Name of Director	No. of meetings held during the year 2025-26	
	Held	**Attended**
Mr. Bharath Kumar Jain, Chairman	01	01
Mr. Ashok Ajay Kumar Bantia, Member	01	01
Ms. Pushpy B Muricken, Member	01	01

D. Performance Evaluation Criteria for Independent Directors:

As per Nomination and Remuneration Policy of the Company major criteria for performance evaluation of Independent Directors includes planning, managerial skills, participation in the meetings, frequency and intervals of the meeting, governance and compliance, fulfilling duties and responsibilities etc.

5.Stakeholders' Relationship Committee

A. Terms of Reference

In accordance with the provisions of section 178(5) of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Stakeholders' Relationship Committee has been constituted.

The role of the said Committee is as under:

1. To specifically look into the Redressal of shareholders and investors complaints like Transfer/transmission of shares; Non-receipt of annual report; Non-receipt of declared dividend, Issue of new/duplicate certificates etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

B. Composition:

In accordance with the provision of Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 178(5) of the Companies Act, 2013 read with rules framed thereunder, Committee comprises of three (03) directors including one (1) Non-Executive Independent Director and two (02) Executive Directors as members. The Stakeholders Relationship Committee is headed by a Non-Executive Independent Director and the composition of the Committee is as follows:

1. Ms. Pushpy B Muricken, Chairman - Non Executive Independent Director.
2. Ms. Shany Jalal, Member - Managing Director.
3. Mr. Anil Kumar Muraleedharan, Member - Executive Director.

C. Meetings and Attendance During the Year:

During the year, one (01) meeting of the Stakeholders Relationship Committee was held on 09th March 2026, with all members being present.

Name of Director	No. of meetings held during the year 2025-26	
	Held	Attended
Ms. Pushpy B Muricken, Chairman	01	01
Ms. Shany Jalal, Member	01	01
Mr. Anil Kumar Muraleedharan, Member	01	01

D. Details of Investor Complaints during the Year:

During the year under review, there were no complaints hence, no complaints were pending at the end of the financial year 31st March, 2026, in the above respect.

6.Remuneration Paid to the directors during the Financial Year 2025-26:

S. No	Name of the Director	Nature of Directorship	Salary/ Perquisites
1	Shany Jalal	Managing Director	28,61,808
2	Anil Kumar Muraleedharan	Executive Director	15,96,852

Notes:

1. Service contracts have been executed between the company and Executive Directors. The services of Executive Directors are subject to the personnel policy of the company. No severance fee is payable to the Executive Directors.
2. There is no other component of remuneration to the Promoters and Executive Directors.
3. Presently, the company does not have a scheme for grant of stock options either to the Executive Directors or employees.
4. None of the Non-Executive Directors hold shares of the company.
5. All other Independent Directors do not have any pecuniary relationship with the company other than receipt of remuneration.
6. The company does not pay commission or performance linked incentives to any of the Director(s).

7. Annual General Meetings:

The location and time of the last three (03) Annual General Meetings are as under:

Sr. No	Date of AGM	Time	Venue
1	Saturday, 16th September, 2023	11:30 AM	Video Conferencing (OAVM)
2	Wednesday, 25th September, 2024	12:00 PM	Video Conferencing (OAVM)
3	Wednesday, 13th August 2025	12:00 PM	Video Conferencing (OAVM)

8.Subsidiary Companies

The Company does not have any subsidiary companies as on the date of this Report. However, in compliance with Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy for Determining Material Subsidiaries, which is disclosed on its website at www.servicecare.in

As there are no subsidiaries, the provisions relating to Independent Directors on the Board of material unlisted Indian subsidiaries, review of subsidiary financial statements by the Audit Committee, and preparation of consolidated financial statements under IND AS 24, are not applicable.

9. Disclosures

A. Related Party Transactions

There are no materially significant related party transactions that may have potential conflict with the interests of company at large during the financial year 2025-26. Details of related party transactions are given in Notes to the Financial Statements. The company has formulated a policy on materiality of related party transactions and also on dealing with related party transactions which is also disclosed on the website of the company at www.servicecare.in

B. Disclosure on Accounting Treatment

The company has followed the Accounting Standards as notified by the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, in the preparation of financial accounts.

C. Risk Management Committee

Pursuant to Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement of constituting Risk Management Committee is applicable to top 1000 listed entities determined on the basis of market capitalization, as at the end of the immediate preceding financial year. The said provisions are not applicable to the Company during the year under review therefore, the company is not required to comply with the said regulation.

D. Whistle Blower /Vigil Mechanism

In terms of provisions of sub section (9) of section 177 of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014, and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a vigil mechanism for their directors and employees to report their genuine concerns or grievances. The Policy allows unrestricted access to all employees and others to approach the Audit Committee and there has been no instance during the year where any personnel has been denied access to the Audit Committee. The vigil mechanism provides adequate safeguards against victimization of employees and directors who avail the vigil mechanism.

E. Code of Conduct

The Board has laid down a code of conduct in accordance with the regulations of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Listing Agreement with the Stock Exchange(s), for all the Board Members and Senior Management which is also placed on the website of the Company. The duties of all Board Members and Senior Management Personnel have been suitably incorporated in the Code of Conduct and they have affirmed compliance with the said code.

10. Fees to Statutory Auditors

Total fees of INR 10.62 Lakhs for all services is paid by the Company to the Statutory Auditors of the company for the Financial Year 2025-26.

11. During the period under review there were no debt instruments, fixed deposit program or any scheme or proposal of the listed entity involving mobilization of funds, in India and abroad, therefore the clause relating to credit rating is not applicable to the company.

12.Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

1. Number of complaints filed during the financial year: Nil
2. Number of complaints disposed of during the financial year: Nil
3. Number of complaints pending as on end of the financial year: Nil

13.Disclosures with respect to Demat suspense account/ Unclaimed suspense account

There are no shares in Demat suspense account or unclaimed suspense account, therefore, the Company is not required to make disclosure with respect to Demat suspense account/ unclaimed suspense account as mentioned in Part F of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. During the year ended 31st March, 2026, the Board had accepted all the recommendations of all the Committees.

15.Means of Communication

i. Financial Results

The company regularly posts annual and half-year financial results on its website and also submits to the Stock Exchange(s) in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. Website

The Company's website namely www.servicecare.in contains a separate dedicated section 'Investors' where shareholders information namely, basic information about the company such as details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances etc. is available. Full annual report is also available on the website in a user friendly and downloadable form.

iii. Corporate Filing

Announcements, half yearly Results, Shareholding Pattern etc. of the company are regularly filed by the company and are also available on the website of NSE Limited – www.nseindia.com. The NSE Listing Centre is a web-based application designed by NSE for corporate filing. The company regularly files corporate compliance related information on the said listing Centre.

iv. SEBI Complaint Redress System (SCORES)

The investor complaint(s) are processed in a centralized web-based complaint redress system. Apart from the above, the company has not displayed any official news release(s) and not made presentation(s) to institutional investors or to the analysts.

16.Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

No loans or advances are given to any firms or companies in which directors are interested by name and amount. Hence, this clause does not apply to the company.

17.Other General Shareholder's Information

i. 15th Annual General Meeting	
Date	25th September 2026
Time	12:00 PM IST
Venue	Through Video Conferencing (OAVM) (Deemed venue: Registered Office)

ii. Financial Year	**1st April 2025 to 31st March 2026**
iii. Date of Book Closure	19th September 2026 to 25th September 2026
iv. Dividend Payment Date	NA
v. Listing on Stock Exchange(s)	NSE Limited
vi. Annual Listing Fees	Payment of Annual Listing Fees for FY 2025-26 made for SME platform
vii. Scrip Code	SERVICE

viii. Market Price Data

The monthly high and low price and volume of shares of the company at NSE Limited for the year ended 31st March, 2026 were as under:

Month	**Quotation on NSE**	
	High Price	Low Price
April 2025	69.90	54.05
May 2025	64.95	52.00
June 2025	65.00	56.00
July 2025	60.00	54.25
August 2025	57.00	52.15
September 2025	58.40	46.00
October 2025	52.70	39.60
November 2025	53.05	40.00
December 2025	47.55	39.20
January 2026	50.00	40.00
February 2026	57.60	43.50
March 2026	57.50	45.05

**Figures as taken from www.nseindia.com.*

ix.Registrar and Share Transfer Agent

The Company has appointed Integrated Registry Management Services Private Limited as their Registrar and Share Transfer Agent, details of whom are as under:

Integrated Registry Management Services Private Limited
No. 30 Ramana Residency, 4th Cross Sampige Road,
Malleswaram, Bangalore – 560003
E-mail: giri@integratedindia.in

x.Share Transfer System

To expedite the process of share transfer, transmission, split, consolidation, rematerialization, dematerialization, payment of dividend, issue of duplicate dividend warrants, Redressal of the shareholder's grievances in this respect, the Board of Directors have delegated the powers in respect of these matters to its RTA i.e., Integrated Registry Management Services Private Limited, Bangalore.

xi. Distribution of Shareholding

Class-wise Distribution of equity shares as on 31st March, 2026:

Slab of Shareholding	Shareholders		Shareholding (Number of shares)	
	Number	% of Total	Number	% of Total
1-100	2	0.30	200	0.00
101-500	0	0.00	0	0.00
501-1000	1	0.15	1,000	0.01
1001-2000	377	56.86	7,54,000	5.66
2001-3000	0	0.00	0	0.00
3001-4000	92	13.88	3,68,000	2.76
4001-5000	3	0.45	15,000	0.11
5001-10000	96	14.48	7,24,000	5.43
10001 & above	92	13.88	1,14,66,300	86.03
Total	**663**	**100.00**	**1,33,28,500**	**100.00**

xii. Dematerialization of shares

Trading in company's equity shares is facilitated compulsorily in dematerialized form as per notification issued by SEBI. The break-up of holding of equity shares in physical and Demat form as on 31st March, 2026 is as follows:

Particulars of Equity Shares	Equity Shares of Rs. 10/- each	
	Number	% of Total
NSDL	38,30,600	28.74
CDSL	94,97,900	71.26
Physical	0	0
Total	**1,33,28,500**	**100%**

**No shares are lying in the Demat suspense account or unclaimed suspense account as on 31st March, 2026*

xiii. Outstanding GDRs/ADRs/Warrants or any other convertible instruments and their impact on equity:
The company has not issued any GDRs/ADRs/Warrants or any other convertible instruments, therefore, there are no outstanding GDRs/ADRs/Warrants or any other convertible instruments.

xiv. Commodity Price Risk and/or Foreign Exchange Risk and hedging activities
During the year under review, the Company was not engaged in hedging activity and all the foreign exchange risks were fully covered. The Company is not dealing in commodities market, therefore, there is no commodity price risk.

xv. Address for Correspondence:
For all investor related issues, the address for correspondence is as follows:

Service Care Limited
No. 653, 1st Floor, 2nd Main Road
Domlur Layout, Bangalore – 560071
Email: compliance@servicecare.in

For and behalf of the Board of Directors

Shany Jalal	Anil Kumar Muraleedharan
Managing Director & Chairperson	Director
DIN:03488342	DIN:03488320

Date: 31 August 2026
Place: Bangalore

CFO CERTIFICATION

To,
The Board of Directors
Service Care Limited,

Dear members of the Board,

I, Amit Kumar Rakhecha, Chief Financial Officer of Service Care Limited, in relation to the Audited Financial Statements of the Company as on 31st March 2025, I hereby certify that:

1. I have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2026 and that to the best of my knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the Company's affairs and are in compliance with existing applicable accounting standards, applicable laws and regulations.

2. There is, to the best of my knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March 2025, which is fraudulent, illegal or that violate of the Company's code of conduct.

3. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or proposed to be taken to rectify these deficiencies.

4. I have indicated to the auditors and the Audit committee, wherever applicable:
- Significant changes in internal control over financial reporting during the year;
- Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

5. Members of the board of directors have affirmed compliance with the code of conduct of board of directors.

Amit Kumar Rakhecha
Chief Financial Officer

STATEMENT OF DEVIATION OR VARIATION AS ON 31ST MARCH 2026 FOR UTILIZATION OF FUNDS RAISED

Public Issues - Initial Public Offer

Name of the Listed Entity	Service Care Limited
Mode of Fund raising	Public Issues – Initial Public Offer
Date of Raising funds	July 25, 2023 (Date of Allotment)
Amount Raised	INR 2013.63 lakhs
Monitoring Agency	Not Applicable
Monitoring Agency Name, if applicable	Not Applicable
Is there a Deviation / Variation in use of funds raised	No
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	-
If yes, Date of shareholders' Approval	Not Applicable
Explanation for the Deviation / Variation	Not Applicable
Comments of the Audit Committee after review	No
Comments of the Auditors if any	No

Objects for which funds have been raised and where there has been a deviation, in the following table

(Rs in Lakhs)

Original Object	Modified Object (if any)	Original Allocation	Modified Allocation (if any)	Funds Utilized	Amt of deviation for the Quarter
To meet the working capital of the Company	-	1500.00	-	246.36	-
General Corporate Purposes	-	206.13	-	206.13	-
Public Issue Related Expenses	-	307.50	-	307.50	-

STATEMENT OF DEVIATION OR VARIATION AS ON 31ST MARCH 2026 FOR UTILIZATION OF FUNDS RAISED

Preferential Issue

Name of the Listed Entity	Service Care Limited
Mode of Fund raising	Preferential Issue
Date of Raising funds	10 October 2024 (Date of Allotment)
Amount Raised	INR 1317.60 lakhs
Monitoring Agency	Not Applicable
Monitoring Agency Name, if applicable	Not Applicable
Is there a Deviation / Variation in use of funds raised	No
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	-
If yes, Date of shareholders' Approval	Not Applicable
Explanation for the Deviation / Variation	Not Applicable
Comments of the Audit Committee after review	No
Comments of the Auditors if any	No

Objects for which funds have been raised and where there has been a deviation, in the following table

(Rs in Lakhs)

Original Object	Modified Object (if any)	Original Allocation	Modified Allocation (if any)	Funds Utilized	Amt of deviation for the Quarter
Expansion of Existing Business vertical	-	412.27	-	412.27	-
Expansion of newly introduced Business vertical	-	641.48	-	641.48	-
Capex towards existing & new offices	-	57.72		57.72	
General Corporate Purposes including expenses towards raising the capital	-	206.13	-	8.17	-

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INDEPENDENT AUDITOR'S REPORT ON AUDIT OF STANDALONE FINANCIAL RESULTS

To the Members of Service Care Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of M/s. Service Care Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit including other comprehensive income, its cash flows, and the changes in equity for the year ended on that date.

Basis for Opinion:

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key Audit Matters are those matters that in our professional judgment were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Matters

Trade Receivables (Note 17): the balance of accounts receivable of Rs. 26,84,54,898.54 /- as on 31st March 2026, is subject to confirmation by the relevant parties. However, the substantive procedures as prescribed under SA-505 "external confirmation" for verifying the existence of balance due from the customers at the year ended 31st March 2026, performed by us, has not resulted in any material deviations and hence our opinion on the accounts receivable balance has not been qualified.

Information Other than the financial Statements and Auditor's Report There on

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report but does not include the financials statements and our auditors report there on.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows, and changes in equity of the company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (IND-AS) specified under section 133 of the Act read with the Companies (Indian Accounting standards) Rules, 2015, as amended, specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ·Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with the board of directors and those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of director with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" as statement on the matters specified in paragraph 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that :

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g);
- The Balance Sheet, the Statement of Profit and Loss including statement of other comprehensive income, the statement of cash flows, and statement of changes in equity dealt with by this Report are in agreement with the books of accounts;
- In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, specified under section 133 of the act;
- On the basis of the written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- The modification relating to the maintenance of accounts and other matters connected there with are as stated in paragraph 2(b) above on reporting under section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g);
- With respect to the adequacy of the Internal Financials Controls with reference to these financials statements and the operating effectiveness of such controls referred to our separate report in "Annexure 2" to this report;
- With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Companies Act, 2013, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company is in compliance with the provisions of Section 197 of the Act. However, the total managerial remuneration paid during the year to the Executive Director and the Managing Director, amounting to Rs. 44,58,660, exceeds the statutory limit of 10% of the net profits computed in accordance with Section 198

of the Act. We further report that the Company has obtained the approval of the shareholders for payment of managerial remuneration up to Rs. 80,00,000 per annum to its Directors and Managing Director at the Annual General Meeting held on 13 August 2025.

- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

1. The Company has disclosed the impact of pending litigations on its financial position in its financials statements;
2. The Company did not have any long term contracts including long term derivative contracts for which there were any material foreseeable losses;
3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company, as required by the Act.
4.

- The Management has represented that, to the best of its knowledge and belief, (which are material either individually or in the aggregate) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

5. During the year under audit, the interim dividend is not declared by company and hence, this clause is not applicable.
6. Based on our examinations and test checks, the company used the accounting software to maintain its books of account for the financial year ended March 31, 2026. This software includes a limited audit trail (edit log) feature, which operated throughout the year for all relevant recorded transactions.

Furthermore, during our audit we found no instances, where the audit trail feature was tampered with. the company has preserved the audit trails for the year ended March 31, 2025 for partial period, as prescribed under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014.

forS Bhat & Associates,
Chartered Accountants
ICAI Firm’s registration Number: 014925S

Shrinivas Bhat
Partner
ICAI Membership No. 228143
UDIN: 26228143BWUPAO6640

Place: Bengaluru
Date: 29th May 2026

"ANNEXURE 1" TO THE INDEPENDENT AUDITOR'S REPORT

Service Care Limited ("the Company")

Annexure 1 referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we state that :

1. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- b. Based on our examination of the financial statement, we report that, the Company does not own any intangible property as on 31st March 2026.

- The Company has a program of physical verification of Property, Plant and Equipment and the right-of-use assets so to cover all the assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- A Based on our examination of the financial statement, we report that, the Company does not own any immovable property as on 31st March 2026.

- The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the period.

- No proceedings have been initiated during the period or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2.

- The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No discrepancies were noticed on verification between the physical stock and book records that were 10% or more in aggregate for each class of inventory.

- During the year, the company was sanctioned with a working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of fixed deposit of the company. Since the limit is secured by fixed deposit, the company is not in requirement to submit quarterly return to the Bank.

3. The Company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the period, in respect of which:

- The company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the period, and hence reporting under clause 3(3)(a), (b), (c), (d), and (e) of the order is not applicable.

- The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the period. Hence, reporting under clause 3(3)(f) is not applicable. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

4. According to the information and explanation given to us, Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in registered maintained under section 185 and 186 of the Act 2013, Consequently clause 3(4) the order is not applicable.

5. The company has not accepted the deposits from the public. Consequently, clause 3(5) of the order is not applicable.

6. According to the information and explanation given to us, for the activities carried out by the company Central govt has not prescribed the maintenance of cost records, under section 148(1) of the Act as per the companies (cost records and audit) Rules, 2014. Consequently, clause 3(6) of the order is not applicable.

7. In respect of statutory dues:

- As per the information and explanation given to us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues except as mentioned in point b below, applicable to it with the appropriate authorities.

- The outstanding undisputed dues pertaining FY 2025-26 and pending for more than 6 months from the day they become due have not been deposited are as follows:

Name of the Statue	Nature of the dues	Amount (Rs. Lakhs)
The Central Goods and Services Tax Act, 2017	GST Liability-Chennai	Rs. 0.67
	GST Liability -Bangalore	Rs. 0.40
	GST Liability - Pune	Rs. 0.05
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employee and employer contribution to PF	Rs. 0.80
The Employees' State Insurance Act 1948	Employee and employer contribution to ESI	Rs. 0.42
Kerala State Tax on Professions, Trades, Callings, and Employment Act	Monthly PT Payment	Rs. 0.14
Odisha State Tax on Professions, Trades, Callings and Employments Act, 2000.	Monthly PT Payment	Rs. 0.20

- According to the information and explanations given to us and based on the records of the Company examined by us, the following statutory dues have not been deposited on account of disputes as at 31st March, 2026, and for the same, appeal has been filed with the authority by paying the 10% of the disputed tax amount as pre-deposit i,e Rs. 9,43,980/-

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
CGST Act, 2017 /TNGST Act, 2017	Goods and Services Tax, Interest and Penalty	Tax – 94,39,812 Interest – 71,36,498 Penalty – 9,43,981	FY 2021-22	Appellate Authority under GST Act

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9.

- The Company has not defaulted in repayment of any loans or other borrowings from any lender. Hence reporting under clause 3(9)(a) of the Order is not applicable.
- The Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

- The Company has raised the term loan during the period and utilized for the purpose for which funds were raised.
- On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- On an overall examination of the financial statements of the Company, the Company does not have any subsidiary or joint venture, hence, reporting under 3(9)(e) is not applicable.
- The Company does not have any subsidiary or joint venture, hence, reporting under 3(9)(f) is not applicable.

10.

- During the year, the Company has not raised money by way of an initial public offer of equity shares. Hence reporting under clause 3(10)(a) is not applicable.
- During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures; accordingly, the requirements of Section 42 and Section 62 of the Companies Act, 2013 are not applicable.

11.

- No fraud by the Company and no material fraud with the Company has been noticed or reported during the period.
- No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the period and up to the date of this report.
- As per information and explanation given to us, the Company has not received any whistle-blower complaints during the year.

12. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company. Accordingly, clause 3(12) of the order is not applicable.

13. As per the information and explanation given to us, and on the basis of the records of the company, transactions with related parties are in accordance with section 188 of the companies act wherever applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.

14.

- The Company has an internal audit system commensurate with the size and nature of its business.
- The reports of the Internal Auditors for the period under audit were considered by us.

15. As per the information and explanation given to us, and on the basis of the records, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16.

- The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(16)(a), (b) and (c) of the Order is not applicable.
- In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(16)(d) of the Order is not applicable.

17. The Company has not incurred cash losses during the period covered by our audit and the immediately preceding financial year.

18. There have been no resignation of the statutory auditors of the company during the year.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. The company is not under the requirement to spend 2% of the average net profit of last three years as CSR. Hence, reporting under 3(20) is not applicable.

21. The company does not have subsidiary or joint venture as on the period ended, March 31, 2026, the reporting under 3(21) is not applicable.

for S Bhat & Associates,
Chartered Accountants
ICAI Firm's registration Number: 014925S

Shrinivas Bhat
Partner
ICAI Membership No. 228143
UDIN: 26228143BWUPAO6640

Place: Bengaluru
Date: 29th May 2026

Balance Sheet

(In ₹ lakh)

Particulars	Note No.	As at 31st Mar, 2026 (Audited)	As at 31st Mar, 2025 (Audited)
ASSETS			
1. Non-current Assets			
(A) Property, Plant and Equipment	11	1,075.55	409.38
(B) Capital Work-in-progress	12		25.90
(C) Financial Assets			
(i) Investments	13	2,574.91	3,289.83
(ii) Deposits	14	21.70	39.01
(D) Deferred Tax Assets (Net)	15	37.22	40.53
(E) Other Non-current Assets		-	-
Total for Non-current Assets		3,709.38	3,804.66
2. Current Assets			
(A) Inventories	16	1.15	1.04
(B) Financial Assets			
(i) Trade Receivables	17	2,684.55	2,353.48
(ii) Cash and Cash Equivalents	18	455.23	353.23
(iii) Deposits	14	25.36	30.11
(C) Current Tax Assets (Net)	19	423.12	209.33
(D) Other Current Assets	20	33.13	74.23
Total for Current Assets		3,622.53	3,021.42
TOTAL ASSETS		7,331.91	6,826.08
EQUITY AND LIABILITIES			
EQUITY			
(A) Equity Share Capital	21	1,332.85	1,332.85
(B) Other Equity		3,877.63	3,363.36
Total for Equity		5,210.48	4,696.21
LIABILITIES			
1. Non-Current Liabilities			
(A) Financial Liabilities			
(i) Borrowings	22	36.19	47.29
(ii) Lease Liability	23	78.71	75.98
(B) Provisions	24	18.75	21.09
(C) Deferred Tax Liabilities (Net)		-	-
(D) Other Non-Current Liabilities		-	-
Total for Non-current Liabilities		133.65	144.36
2. Current Liabilities			
(A) Financial Liabilities			
(i) Borrowings	22	11.10	10.15
(ii) Trade Payables:	25		
a) Total Outstanding Dues of Micro and Small Enterprises		7.57	2.96
b) Total Outstanding Dues other than Micro and Small Enterprises		40.05	17.19
(iii) Other Financial Liabilities	26	1,818.62	1,854.90
(iv) Lease Liability	23	10.23	11.57
(B) Other Current Liabilities		-	-
(C) Provisions	24	100.21	88.75
(D) Current Tax Liabilities (Net)		-	-
Total for Current Liabilities		1,987.77	1,985.51
TOTAL EQUITY AND LIABILITIES		7,331.91	6,826.08

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date
For S Bhat & Associates
Chartered Accountants
Firm Registration Number: 014925S

For and on behalf of Board of Directors of
Service Care Limited

Anil Kumar Muraleedharan
Director
DIN:03488320

Amit Kumar Rakhecha
Director & CFO
DIN: 10052772

Shany Jalal
Managing Director
DIN: 03488342

Shrinivas Bhat
Partner
Membership No. 228143
UDIN:26228143BWUPAO6640

Veena Kulkarni
Company Secretary
Membership No. A69226

Date: 29th May, 2026
Place: Bengaluru

Date: 29th May, 2026
Place: Bengaluru

Statement of Profit and Loss

(In ₹ lakh except per share data)

Particulars	Note No.	Year Ended 31st Mar, 2026 (Audited)	Year Ended 31st Mar, 2025 (Audited)
I. Revenue from Operations	27	19,339.59	18,901.02
II. Other Income	28	239.74	(41.69)
III. Total Income (I + II)		**19,579.34**	**18,859.33**
IV. EXPENSES			
(A) Cost of Materials Consumed		-	-
(B) Purchases of Stock-in-trade	29	136.72	116.75
(C) Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-progress	30	(0.11)	4.14
(D) Employee Benefits Expense	31	18,514.67	18,320.36
(E) Finance Costs	32	18.33	7.70
(F) Depreciation and Amortization Expenses	11	173.94	76.92
(G) Other Expenses	33	204.26	132.45
Total Expenses (IV)		**19,047.81**	**18,658.32**
V. Profit/(Loss) Before Exceptional Items and Tax (I-IV)		**531.53**	**201.01**
VI. Exceptional Items			-
VII. Profit/ (Loss) Before Tax (V-VI)		**531.53**	**201.01**
VIII. Tax Expense:			
(1) Current Tax		26.29	9.17
(2) Deferred Tax		3.31	(9.63)
IX. Profit (Loss) for the Period from Continuing Operations (VII - VIII)		**501.92**	**201.47**
X. Profit/(Loss) from Discontinued Operations		-	-
XI. Tax expenses of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII. Profit/(Loss) for the Period (IX+XII)		**501.92**	**201.47**
XIV. Other Comprehensive Income			
A. (i) Items that will not be Reclassified to Profit or Loss		-	-
- Remeasurement of Defined Benefit Plan		16.15	-
(ii) Income Tax Relating to Items that will not be Reclassified to Profit or Loss		-	-
B. (i) Items that will be Reclassified to Profit or Loss		-	-
(ii) Income Tax Relating to Items that will be Reclassified to Profit or Loss		-	-
XV. Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other comprehensive Income for the period)		**518.07**	**201.47**
XVI. Earnings per Equity Share (for Continuing Operation):			
(1) Basic (In ₹)		3.77	1.63
(2) Diluted (In ₹)		3.77	1.63
XVII. Earnings per Equity Share (for Discontinued Operation):			
(1) Basic (In ₹)		-	-
(2) Diluted (In ₹)		-	-
XVIII. Earning per Equity Share (for Discontinued and Continuing Operation)			
(1) Basic (In ₹)		3.77	1.63
(2) Diluted (In ₹)		3.77	1.63

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date
For S Bhat & Associates
Chartered Accountants
Firm Registration Number: 014925S

For and on behalf of Board of Directors of
Service Care Limited

Anil Kumar Muraleedharan
Director
DIN:03488320

Amit Kumar Rakhecha
Director & CFO
DIN: 10052772

Shany Jalal
Managing Director
DIN: 03488342

Shrinivas Bhat
Partner
Membership No. 228143
UDIN:26228143BWUPAO6640

Date: 29th May, 2026
Place: Bengaluru

Veena Kulkarni
Company Secretary
Membership No. A69226

Date: 29th May, 2026
Place: Bengaluru

Statement of Changes in Equity

(In ₹ lakh)

Particulars	Equity Share Capital	Other Equity				Total Equity Attributable to Equity Holders of the Company
		Reserves and Surplus		Other Comprehensive Income		
		Securities Premium	Retained Earnings	Revaluation Surplus	Other Items of Other Comprehensive Income / (Loss)	
Balance as at 1st April 2024	**1,149.85**	**1,403.33**	**814.83**	**-**	**1.71**	**3,369.71**
Changes in equity for the year ended 31st March 2025						-
Profit for the year	-	-	201.47	-	-	201.47
Remeasurement of the net defined benefit liability / asset. net		-	-	-	-	-
Total comprehensive income for the year			**201.47**	-		**201.47**
Proceeds from Right Issues	183.00	1,134.60				1,317.60
Share issue expenses		(135.08)	-	-	-	(135.08)
Dividends	-	-	(57.49)	-	-	(57.49)
Balance as at 31st March 2025	**1,332.85**	**2,402.84**	**958.81**		**1.71**	**4,696.21**

(In ₹ lakh)

Particulars	Equity Share Capital	Other Equity				Total Equity Attributable to Equity Holders of the Company
		Reserves and Surplus		Other Comprehensive Income		
		Securities Premium	Retained Earnings	Revaluation Surplus	Other Items of Other Comprehensive Income / (Loss)	
Balance as at 1st April 2025	**1,332.85**	**2,402.84**	**958.81**	**-**	**1.71**	**4,696.21**
Changes in equity for the year ended 31st March 2026						
Profit for the year	-	-	518.07	-	-	518.07
Remeasurement of the net defined benefit liability / asset. net	-	-	-	-	-	-
Total comprehensive income for the year			**518.07**			**518.07**
Share issue expenses						
Other expenses	-	(3.80)	-	-	-	(3.80)
Balance as at 31st March 2026	**1,332.85**	**2,399.04**	**1,476.88**		**1.71**	**5,210.48**

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date
For S Bhat & Associates
Chartered Accountants
Firm Registration Number: 014925S

For and on behalf of Board of Directors of
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Director
DIN:03488320

Veena Kulkarni
Company Secretary
Membership No. A69226

Date: 29th May, 2026
Place: Bengaluru

Date: 29th May, 2026
Place: Bengaluru

Statement of Cash Flows

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026 (Audited)	Year Ended 31st Mar, 2025 (Audited)
A. Cash from Operating Activities :		
Net Profit/(Loss) before Tax	531.53	201.01
Adjustment for :		
Depreciation on Fixed Asset	173.94	76.92
Acturial Gain or loss	16.15	
Short Term Capital Gain on Commodity	(277.90)	(44.06)
Unrealised Gain	(77.33)	216.81
Loss on Sale of Assets	2.25	1.31
Provisions for bad and doubtful debt	5.53	1.09
Interest Income	(70.26)	(122.03)
Unbilled dues	(283.65)	(217.75)
Less: Increase in Current Assets and Decrease in Current Liabilities		
(Increase)/Decrease in Other Financial Liability	34.88	91.02
Increase/(Decrease) in Trade Receivable	52.95	(234.70)
Increase/(Decrease) in Inventory	0.11	(4.14)
Add: Decrease in Current Assets and Increase in Current Liabilities		
(Increase)/Decrease in Deposits	22.07	4.50
(Increase)/Decrease in Other current asset	41.10	(15.93)
Increase/(Decrease) in Provision	(17.17)	34.22
Increase/(Decrease) in Trade Payable	27.47	3.23
Cash Generated from Operations	**5.78**	**287.15**
Payment/(Refund) of Income Tax Paid (Including T	213.79	43.33
Net Cash Flow from Operating Activities	**(208.01)**	**243.82**
B. Cash Flow from Investing Activities :		
Purchase of Property, Plant & Equipment and Intar	(842.36)	(230.35)
Proceeds from Disposal of Property, Plant & Equipı	-	7.78
Increasing in CWIP	25.90	(25.90)
(Investment)/Redemption of Fixed Deposit	1,070.15	(1,489.10)
Interest Income	70.26	122.03
Net Cash Flow from Investing Activities	**323.95**	**(1,615.55)**
C. Cash Flow from Financing Activities :		
Proceeds from issue of Equity Shares	-	1,317.60
Loan infusuion/(Loan repayment)	(10.15)	57.43
Share issue expenses	(3.80)	(135.08)
Dividends	-	(57.49)
Net Cash Flow from Financing Activities	**(13.95)**	**1,182.46**
Net Increase/(Decrease) in Cash and Cash Equivalents	**101.99**	**(189.27)**
Opening Cash and Cash Equivalents	353.23	542.50
Closing Cash and Cash Equivalents	**455.23**	**353.23**

The accompanying notes form an integral part of the standalone financial statements.

For S Bhat & Associates
Chartered Accountants
Firm Registration Number: 014925S

For and on behalf of Board of Directors of
Service Care Limited

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DIN: 10052772

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Managing Director
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Shrinivas Bhat
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Anil Kumar Muraleedharan
Director
DIN:03488320

Veena Kulkarni
Company Secretary
Membership No. A69226

Date: 29th May, 2026
Place: Bengaluru

Date: 29th May, 2026
Place: Bengaluru

Segment Reporting (In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026			Year Ended 31st Mar, 2025		
	Service Business (Housekeeping and Janitorial) *	Manpower Service Business	All Other Segments **	Service Business (Housekeeping and Janitorial) *	Manpower Service Business	All Other Segments **
Revenue from Operations	3,899.67	15,196.37	243.55	3,067.77	15,598.85	234.41
Less: Inter Segment Revenue	-	-	-	-	-	-
Net Revenue from Operations	**3,899.67**	**15,196.37**	**243.55**	**3,067.77**	**15,598.85**	**234.41**
Expenses	3,182.80	14,823.24	201.07	2,574.83	15,208.24	138.30
Segment profits before other unallocable expenditures/incomes	**716.87**	**373.13**	**42.47**	**492.93**	**390.61**	**96.11**
Total profits of all segment before other unallocable costs/Income			**1,132.48**			**979.65**
Less: Other unallocable expenditures			(822.37)			(729.25)
Add: Other unallocable incomes			239.74			(41.69)
Less: Finance cost			(18.33)			(7.70)
Profit Before Tax			**531.53**			**201.01**

The accompanying notes form an integral part of the standalone financial statements.
The information above has been extracted from standalone condensed financial statements as stated.

* The revenue earned on leasing of office infrastructure facility combined with upkeep and maintenance is included in the
** All other segments includes Cafeteria, Trading of House Keeping Material, One Time Cleaning and Consultancy Revenue.

For S Bhat & Associates
Chartered Accountants
Firm Registration Number: 014925S

For and on behalf of Board of Directors of
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Veena Kulkarni
Company Secretary
Membership No. A69226

Date: 29th May, 2026
Place: Bengaluru

Date: 29th May, 2026
Place: Bengaluru

1.Overview

1.01 Company Overview

Service Care Limited (Formerly known as "Service Care Private Limited") (the Company) was originally incorporated as private limited company on 13th May, 2011 under provisions of the Companies Act, 1956 and then converted into public company, vide approval given by Central Government and ROC, Bangalore, w.e.f. 18th April 2023 and then company had made the public offer of it's equity shares and listed on SME platform of NSE Limited (NSE EMERGE), on 26th July 2023. The Company has its registered office at No.653, 1st Floor, 2nd Main Road, Domlur Layout, Bangalore - 560 071, Karnataka, India. The company is engaged, mainly in the business of business of workforce administration and management including workspace management service.

1.02 Basis of Preparation of Financial Statement

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (''the Act'') and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

1.03 Operating Cycle for Current and Non-current Classification

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Companies Act, 2013.
An asset is treated as current when it is:

- Expected to be realised or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.
A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Operating cycle for the business activities of the Company is based on the nature of products and the time between the acquisition of assets for sale and their realisation in cash and cash equivalents.
The Company has ascertained its operating cycle as upto twelve months for the purpose of current and non-current classification of assets and liabilities.

1.04 Use of Estimates and Judgments

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the standalone financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note no. 1.05 Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates and judgements are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.05 Critical Accounting Estimates and Judgments

a) Revenue Recognition

Sale of goods: Revenue is recognized at the time of transfer of significant risks and rewards of ownership to the buyer and Invoices raised and exclude the amount collected towards indirect tax.

Sale of service: Revenue is recognized as and when services are rendered and related costs are incurred in accordance with terms and conditions of the agreement entered into by the company with its customers and exclude the amount collected towards indirect tax.
Interest on bank deposits: Interest on bank deposits is recognised on the time proportion method, using the underlying interest rates.

b) Income Taxes
Current tax: Income tax is determined as the amount of income tax payable under Indian Income Tax Act, 1961 in respect of taxable income for the period. The company has claimed the deduction under section 80JJAA of the Income Tax Act, 1961 ("The Act") against taxable business income and the provision for tax has been computed accordingly

Deferred tax: Deferred tax liabilities are recognised, on timing differences, being the timing differences between taxable income and accounting income that originate in one period and are capable of being reversed in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in the future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.

c) Property, Plant and Equipment (PPE)
Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The charge in respect of periodic depreciation is derived at after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. (Refer Note No. 11 for the useful life estimated by Management)
Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Impairment of PPE
Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.
If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount.

The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

d) Inventories
Inventories are valued at lower of cost and net realizable value. The costs are, in general, ascertained under first in first out (FIFO) method.

e) Foreign Currency Transactions and Balances

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Non-monetary items which are measured in terms of historical cost denominated in a foreign currency are translated using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value denominated in a foreign currency are translated using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss except to the extent it treated as an adjustment to borrowing costs.

f) Capital work-in-progress

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

g) Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Amortization methods and useful lives are reviewed periodically including at each financial year end. Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to prepare the asset for its intended use.

h) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

2.Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Fair value of financial instruments

The company measures financial instruments, at fair value at each balance sheet date. 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 estimating the fair value of an asset or a liability, the company take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for employee share based payment, leasing transactions, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in inventories or value in use in impairment of assets. The basis of fair valuation of these items are given as part of their respective accounting policies.

For trade receivables, trade payables and other assets and payables maturing within one year from the Balance Sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Below are the fair value measurement hierarchy of the Company's assets and liabilities.

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Financial Assets

Initial recognition and measurement

All financial assets are recognised on trade date when the purchase of a financial asset is under a contract whose term requires delivery of the financial asset within the timeframe established by the market concerned. Financial assets are initially measured at fair value, plus transaction costs, except for those financial assets which are classified as at fair value through profit and loss (FVTPL) at inception. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value.

Subsequent measurement

Financial assets are classified as 'equity instrument' if it is non-derivative and meets the definition of 'equity' for the issuer. All other non-derivative financial assets are 'debt instruments'.

Financial assets at amortised cost and the effective interest method

Debt instruments are measured at amortised cost if both of the following conditions are met:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments meeting these criteria are subsequently measured at amortised cost using the effective interest method less any impairment, with interest recognised on an effective yield basis in investment income.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest over the relevant period. The effective interest rate is the rate that exactly discounts the estimated future cash receipts (including all fees or points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

The Company may irrevocably elect at initial recognition to classify a debt instrument that meets the amortised cost criteria above as at FVTPL if that designation eliminates or significantly reduces an accounting mismatch had the financial asset been measured at amortised cost.

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

Debt instruments are measured at FVTOCI if both of the following conditions are met:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and selling assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt instruments meeting these criteria are subsequently measured at fair value with any gains or losses arising on remeasurement recognised in other comprehensive income, except for impairment gains or losses, interest gain and foreign exchange gains or losses which are recognised in the statement of profit and loss. Interest calculated using the effective interest method is recognised in the statement of profit and loss as investment income. When the debt instrument is derecognised the cumulative gain or loss previously recognised in other comprehensive income is reclassified to the statement of profit and loss as a reclassification adjustment.

At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments (other than held for trading purpose) at FVTOCI.
A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the company manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated in an effective hedge relationship as a hedging instrument or a financial guarantee.

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Gain/ (Loss) on Equity Instruments FVTOCI'. Where the asset is disposed of, the cumulative gain or loss previously accumulated in the 'Gain/ (Loss) on Equity Instruments FVTOCI' is directly reclassified to retained earnings.
For equity instruments measured at fair value through other comprehensive income no impairments are recognised in the statement of profit and loss.
Dividends on these investments in equity instruments are recognised in the statement of profit and loss in investment income when the company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity; and the amount of the dividend can be measured reliably.

Financial assets at fair value through profit and loss (FVTPL)
Financial assets that do not meet the criteria of classifying as amortised cost or fair value through other comprehensive income described above, or that meet the criteria but the entity has chosen to designate as at FVTPL at initial recognition, are measured at FVTPL.
Investments in equity instruments are classified as at FVTPL, unless the Company designates an investment that is not held for trading at FVTOCI at initial recognition.
Financial assets at FVTPL are subsequently measured at fair value, with any gains or losses arising on remeasurement recognised in the statement of profit and loss. Interest income from these financial assets is included in other income.
Dividend income on investments in equity instruments at FVTPL is recognised in the statement of profit and loss in investment income when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, and the amount of the dividend can be measured reliably.

Impairment of financial assets
On initial recognition of the financial assets, a loss allowance for expected credit loss is recognised for debt instruments at amortised cost and FVTOCI. For debt instruments that are measured at FVTOCI, the loss allowance is recognised in the statement of profit and loss.
At each reporting date, the Company assesses whether the credit risk on a financial instrument has increased significantly since initial recognition.
When making the assessment, the company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.
If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. If, the credit risk on that financial instrument has increased significantly since initial recognition, the company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses.
For trade receivables and contract assets, the Company applies the simplified approach required by Ind AS 109, which requires expected life time losses to be recognized from initial recognition of the receivables.
The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the statement of profit and loss.

De-recognition of financial assets
The Company derecognises a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity or when it retains contractual rights to retain contractual cash flows

from financial assets, but assumes a contractual obligation to pay the cash flows to one or more recipient. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in the statement of profit and loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss (FVTPL), loans and borrowings, payables, as appropriate. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings and liability component of convertible instruments

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and focus or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading or financial liabilities designated upon recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designation upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains / losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gains or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

3.Employee Benefits

a) Defined contribution plan

Contributions to defined contribution scheme is charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.

Provident Fund (PF) & Employee State Insurance (ESI)

The company's PF and ESI contribution, in respect of all the employees, is made to a government administered fund and charged as an expense to the statement of profit and loss.

b)Defined benefit plan

Gratuity

The retiral benefits on account of gratuity arising on manpower supply/other contracts are reimbursable under the contract and the liability is explicitly undertaken by the respective contractor. Therefore, the group gratuity insurance policy/provision for gratuity has not been made for those employees, who are under the relevant contracts.

In respective of the other employees not covered above, the cost of the defined benefit gratuity plan are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Leave encashment

The company has the policy of mandatory encashment of outstanding unutilised leaves on completion of every calendar year and it is short term employee benefit. Therefore, the leave encashment liability is provided on basis of unutilised leave balance computed as at the end of financial year corresponding to such eligible employees as per the company's policy.

4. Borrowing Cost

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are charged to the Statement of profit and loss in the period in which it is accrued. Any ancillary cost incurred in connection with the arrangement of borrowings are amortised over the period of such borrowings.

5.Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (I) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

Company as a lessee

At lease commencement date, the Company recognises a right-of-use assets and a lease liabilities on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liabilities, any initial direct costs incurred by the Company and any lease payments made in advance of the lease commencement date. The Company depreciates the right-ofuse assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of use assets or the end of the lease term. The Company also assesses the right-of-use assets for impairment when such indicators exist. At the commencement date of lease, the Company measures the lease liabilities at the present value of the lease payments to be made over the lease term, discounted using the interest rate implicit in the lease if that rate is readily available or the company’s incremental borrowing rate. The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or statement of profit and loss, as the case may be. The Company has elected to account for short-term leases and leases of low-value assets using the exemption given under Ind AS 116, Leases. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the company’s benefit.

Company as a lessor

Leases for which the Company is a lessor classified as finance or operating lease. Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the excepted inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

6. Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share

Basic EPS

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.

Diluted EPS

For calculating diluted EPS, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

7. Equity

a) Ordinary shares

Ordinary shares are classified as equity share capital. Incremental costs directly attributable to the issuance of new ordinary shares, share options and buyback are recognized as a deduction from equity, net of any tax effects.

b) Description of reserves

Retained earnings : Retained earnings represent the amount of accumulated earnings of the Company.

Securities premium:The amount received in excess of the par value of equity shares has been classified as securities premium. Amounts have been utilized for bonus issue and share issue expenses from share premium account.

c) Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders. Interim dividends are recorded as a liability on the date of declaration by the Company's Board. The Company declares and pays dividends in Indian Rupees. Companies are required to pay / distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates.

8. Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects 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. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

9. Contingent liabilities and commitments

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the entity, or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

10. Segment Reporting

Based on the "management approach" as defined in Ind-AS 108 - Operating Segments, the Chief Operating Decision Maker valuates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments. The accounting principles used in the preparation of the Financial Statements are consistently applied to record revenue and expenditure in individual segments.

The Assets and liabilities of the company are used interchangeably between the segments. The Management believes that such identification of assets and liabilities to the respective segment cannot be made with accuracy and hence separate disclosures are not provided.

11 Property, Plant And Equipment

The estimated useful lives of assets are as follows:

Furnitures	10 years
Office Equipments	5 years
Computer	3 years
Vehicles	8 years
Furnitures & Fixtures at Ranchi Project*	5 years*
Asset at cospacez kolkata project*	5 years*

* The assets depicting Furnitures and Fixtures at Ranchi Project and Asset at Cospacez Kolkata project in the financial statement are of the nature of furniture and fixtures built by the company in the leased space. The said assets have been leased to the lessees on a fixed leasing arrangement for a tenure of 5 and 3 years respectively. However the depreciation has been provided for, under straight line method with the estimation of useful life of the asset for a period of 5 years, considering that the company has the fair estimation of extending the lease period of these leased assets.

The changes in the carrying value of property, plant and equipment for the year ended 31st March 2026 are as follows: (In ₹ lakh)

Particulars	Building (Right of Use)	Furnitures	Office Equipments	Computer	Vehicles	Furnitures & Fixtures at Ranchi Project*	Asset at Cospacez Kolkata project*	Total
Gross carrying value as at 1st April 2025	92.77	38.37	31.22	103.71	122.78	169.49	-	558.35
Additions	10.17	27.76	20.52	13.91	-	-	770.00	842.36
Deletions	-	3.75	8.89	14.12	18.24	-	-	44.99
Gross carrying value as at 31st Mar 2026	102.94	62.39	42.85	103.50	104.54	169.49	770.00	1,355.72
Accumulated depreciation as at 1st April 2025	7.05	11.36	13.91	51.21	19.82	45.61		148.97
Depreciation	14.80	5.73	5.56	30.69	12.41	32.20	72.55	173.94
Accumulated depreciation on deletions	-	3.56	8.44	13.41	17.33	-	-	42.74
Accumulated depreciation as at 31st Mar 2026	21.85	13.53	11.03	68.48	14.91	77.82	72.55	280.17
Carrying value as at 1st April 2025	85.73	27.01	17.31	52.50	102.96	123.88	-	409.38
Carrying value as at 31st Mar 2026	81.09	48.86	31.82	35.02	89.63	91.67	697.45	1,075.55

The changes in the carrying value of property, plant and equipment for the year ended 31st March 2025 are as follows: (In ₹ lakh)

Particulars	Building (Right of Use)	Furnitures	Office Equipments	Computer	Vehicles	Furnitures & Fixtures at Ranchi Project*	Asset at Cospacez Kolkata project*	Total
Gross carrying value as at 1st April 2024	-	30.41	21.50	88.35	30.49	169.49	-	340.25
Additions	92.77	7.96	9.72	15.36	104.54	-		230.35
Deletions	-	-	-	-	(12.25)	-	-	(12.25)
Gross carrying value as at 31st March 2025	92.77	38.37	31.22	103.71	122.78	169.49	-	558.35
Accumulated depreciation as at 1st April 2024	-	8.72	10.27	23.12	19.68	13.41	-	75.20
Depreciation	7.05	2.64	3.64	28.09	3.30	32.20		76.92
Accumulated depreciation on deletions	-	-	-	-	-3.16	-	-	-3.16
Accumulated depreciation as at 31st March 2025	7.05	11.36	13.91	51.21	19.82	45.61	-	148.97
Carrying value as at 1st April 2024	-	21.69	11.23	65.24	10.81	156.08	-	265.04
Carrying value as at 31st March 2025	85.73	27.01	17.31	52.50	102.96	123.88	-	409.38

The aggregate depreciation has been included under depreciation and amortization expense in the Statement of Profit and Loss.
Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred.

12 Capital Work-in-Progress

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Capital work-in-progress	-	25.90
Total	-	**25.90**

Capital work-in-progress includes the leasehold developments of Bangalore office

13 Investments

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Non-current		
Quoted		
Investment in Equity Shares	1,020.90	474.02
Mutual Fund	793.84	719.78
Unquoted		
Gold Bullian	23.73	23.73
Fixed Deposits	717.37	2,064.10
Other Investment	19.07	8.19
Total	**2,574.91**	**3,289.83**

14 Deposits

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Non-current		
Rental Deposits	21.70	20.18
Security deposits		18.84
Total	**21.70**	**39.01**
Current		
Security deposits	14.81	14.16
Rental Deposits	0.15	-
EMD deposits	10.40	15.96
Total	**25.36**	**30.11**

Rental deposits refer to the security amounts paid in connection with office premises rented across different locations
Current security deposits are amounts paid in connection with ongoing business contracts. The non-current deposit relates to a car rental agreement.
EMD (Earnest Money Deposit) refers to the deposit made while applying for tenders in order to secure potential business opportunities

15 Deferred Tax Assets (Net)

Changes in Deferred Tax Assets for the year ended 31st March 2025 are as follows: (In ₹ lakh)

Particulars		Timing difference	Tax Rate	Amount
Balance as at 1st April 2025				**40.53**
Fixed Assets		-57.19	25.17%	-14.39
W.D.V. as per the Companies Act, 2013	1,075.55			
W.D.V. as per the Income Tax, 1961	1,018.36			
Bonus and Leave Salary		110.59	25.17%	27.83
Provision for Doubtful Debt		5.53	25.17%	1.39
Lease Liability		88.94	25.17%	22.38
Balance as at 31st March 2026				**37.22**
To be Recognised in Statement of Profit and Loss				**(3.31)**

Changes in Deferred Tax Assets for the year ended 31st March 2025 are as follows: (In ₹ lakh)

Particulars		Timing difference	Tax Rate	Amount
Balance as at 1st April 2024				**30.90**
Fixed Assets		-76.99	25.17%	-19.38
W.D.V. as per the Companies Act, 2013	409.38			
W.D.V. as per the Income Tax, 1961	332.39			
Bonus, Leave Salary and Gratuity		91.31	25.17%	22.98
Provision for Doubtful Debt		59.17	25.17%	14.89
Lease Liability		87.55	25.17%	22.03
Balance as at 31st March 2025				**40.53**
To be Recognised in Statement of Profit and Loss				**9.63**

16 Inventories

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Consumables, house keeping & cafeteria materials	1.15	1.04
Total	**1.15**	**1.04**

17 Trade Receivables (In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Unsecured, considered good		
Billed dues	2,400.90	2,135.73
Unbilled dues	283.65	217.75
Unsecured, considered doubtful	5.53	59.17
Less: Provision for doubtful debt	(5.53)	(59.17)
Total	**2,684.55**	**2,353.48**

The trade receivables ageing schedule for the year ended as on 31st March 2026 (In ₹ lakh)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Billed Dues:							
Undisputed trade receivables							
Considered good	-	2,279.81	-	-	-	-	2,279.81
Credit impaired	-		29.11	35.54	35.52	20.92	121.09
Disputed trade receivables							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Unbilled Dues:	283.65	-	-	-	-		283.65
Total	**283.65**	**2,279.81**	**29.11**	**35.54**	**35.52**	**20.92**	**2,684.55**
Less : Allowance for credit loss							5.53
Total trade receivables							**2,679.02**

The trade receivables ageing schedule for the year ended as on 31st March 2025 (In ₹ lakh)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Billed Dues:							
Undisputed trade receivables							
Considered good	-	1,997.98	-	-	-		1,997.98
Credit impaired	-		106.07	7.85	29.35	53.65	196.92
Disputed trade receivables							
Considered good	-	-	-		-	-	-
Credit impaired	-	-	-		-	-	-
Unbilled Dues:	217.75	-	-	-	-	-	217.75
Total	**217.75**	**1,997.98**	**106.07**	**7.85**	**29.35**	**53.65**	**2,412.65**
Less : Allowance for credit loss							59.17
Total trade receivables							**2,353.48**

18 Cash and Cash Equivalents

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Balances with banks		
Current Accounts	128.31	55.89
Demand Loan*	323.31	283.97
Cash on hand	3.61	13.38
Total	**455.23**	**353.23**

* Demand loan is a working capital facility with saction amount of Rs. 11Crores from the Kotak Mahindra Bank Limited for the working capital purpose which is secured by Fixed Deposit.

19 Current Tax Assets

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
TDS Receivables	449.40	218.49
Less: Provision for tax	-26.29	-9.17
Total	**423.12**	**209.33**

20 Other Current Assets

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Advances to vendors	0.21	2.04
Interest Accrued on Deposits	0.37	30.87
Balance with Government Authorities	6.12	1.80
Prepaid Expenses	10.54	11.86
Other Current Assets	6.44	27.66
Prep-deposit with GST authority**	9.44	-
Total	**33.13**	**74.23**

***Appeal filed against Order No. DIN: GSTIN/33AAPCS7846E1Z0/2021-22/AD330925074348P dated 12-12-2025 (AD3309250) issued by the Assistant Commissioner (ST), Ekkatuthangal Assessment Circle, Tamil Nadu, under Section 73 of the TNGST/CGST Act, 2017, raising a total demand of Rs. 94,39,812 (Tax) + Rs. 71,36,498 (Interest) + Rs. 9,43,981 (Penalty). As required under Section 107(6) of the GST Act, 10% of the disputed tax demand amounting to Rs. 9,43,983 has been pre-deposited, and the appeal is pending before the Appellate Authority.*

21 Equity Share Capital

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Authorized		
Equity shares, ₹10/- par Value		
1,30,00,000 Equity Shares		-
1,60,00,000 Equity Shares	1,600.00	1,600.00
	1,600.00	**1,600.00**
Issued, Subscribed and Paid-Up		
1,14,98,500 Equity shares, ₹10/- par Value	-	-
1,33,28,500 Equity shares, ₹10/- par Value	1,332.85	1,332.85
	1,332.85	**1,332.85**

The details of the shares held by promoters:

(In ₹ lakh)

Promoter name	As at 31st Mar, 2026			As at 31st Mar, 2025		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Shany Jalal	50,47,500.00	37.87%	6.03%	50,47,500	37.87%	6.03%
Anil Kumar M	16,82,300.00	12.62%	2.01%	16,82,300	12.62%	2.01%
Amit Kumar Rakhecha	16,82,400.00	12.62%	2.01%	16,82,400	12.62%	2.01%
Promoters group						
Shamees S	100.00	Negligible	-	100	Negligible	-
Anuroop SS	100.00	Negligible	-	100	Negligible	-
Susheela Devi Rakhecha		Negligible	-		Negligible	-
Bhawna Rakhecha	100.00	Negligible	-	100	Negligible	-

The details of shareholders holding more than 5%:

(In ₹ lakh)

Name of the shareholder	As at 31st Mar, 2026		As at 31st Mar, 2025	
	No. of shares	% of total shares	No. of shares	% of total shares
Shany Jalal	50,47,500	37.87%	50,47,500	43.90%
Anil Kumar M	16,82,300	12.62%	16,82,300	14.63%
Amit Kumar Rakhecha	16,82,400	12.62%	16,82,300	14.63%

The reconciliation of the number of shares outstanding and the amount of share capital:

(In ₹ lakh)

Particulars	As at 31st Mar, 2026		As at 31st Mar, 2026	
	No. of shares	Amount	No. of shares	Amount
As at the beginning of the period	1,33,28,500	1,332.85	1,14,98,500	1,149.85
Add: Shares issued on Private Placement	-	-	18,30,000	183.00
Add: Shares issued on Initial Public Offer (IPO)	-	-	-	-
As at the end of the period	**1,33,28,500**	**1,333**	**1,33,28,500**	**1,332.85**

22 Borrowings

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Non-current		
Secured		
Car loan	36.19	47.29
Total	**36.19**	**47.29**
Current		
Secured		
Car loan	11.10	10.15
Total	**11.10**	**10.15**

The above loan is ,secured by the asset " Benz Car" ,repayable to the Mercedes-Benz Financial Services India Pvt Ltd. with an EMI of 1,24,202.00 for tenure of 60 months carrying interest rate at 9.0001%

23 Lease Liabilities

Set out below are the carrying amounts of lease liabilities and the movements during the period: (In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Opening balance	87.55	-
Additions	12.46	92.77
Accretion of interest	6.48	3.30
Termination	-	-
Payments	17.55	8.53
Closing balance	88.94	87.55
Non-current	78.71	75.98
Current	10.23	11.57

24 Provisions

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Non-current		
Provision for Gratuity Payable	18.75	21.09
Total	**18.75**	**21.09**
Current		
Provisions for Employee Benefits		
Provision for Leave Encashment Payable	22.21	12.05
Provision for Bonus Payable	64.22	58.17
Provision for Gratuity Payable	5.41	11.68
Provision for Expenses	1.67	0.16
Other Provisions		
Provision for Audit Fees		
(i) Statutory Audit	4.50	4.50
(ii) Secretarial Audit	1.00	1.00
(iii) Internal Audit	1.20	1.20
Total	**100.21**	**88.75**

25 Trade Payables

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Outstanding Dues of MSMEs	7.57	2.96
Outstanding Dues of creditors other than MSMEs	40.05	17.19
Total	**47.62**	**20.15**

The trade payables ageing schedule for the years ended as on 31st March 2026 (In ₹ lakh)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding Dues of MSMEs						
Undisputed dues	7.57	-	-	-	-	7.57
Disputed dues	-	-	-	-	-	
Outstanding Dues of creditors other than MSMEs						
Undisputed dues	40.05	-	-	-		40.05
Disputed dues	-	-	-	-	-	
Total	**47.62**	-	-	-	-	**47.62**

The trade payables ageing schedule for the years ended as on 31st March 2025 (In ₹ lakh)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding Dues of MSMEs						
Undisputed dues	2.96		-	-	-	2.96
Disputed dues			-	-		-
Outstanding Dues of creditors other than MSMEs						
Undisputed duer	17.19	-	-	-	-	17.19
Disputed dues	-	-	-	-	-	-
Total	**20.15**	-	-	-	-	**20.15**

26 Other Financial Liabilities

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Salary Payable	1,240.47	1,169.10
Reimbursement Payable	24.45	126.04
Statutory Liabilities		
GST Payable	322.41	350.77
TDS Payable	0.96	4.74
PF Payable	203.91	181.63
ESI Payable	9.66	9.66
PT Payable	3.59	5.31
Other Payables	12.59	6.86
Unpaid Dividend	0.58	0.80
Total	**1,818.62**	**1,854.90**

27 Revenue from Operations

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
Sale of Products		
Sale of House Keeping Materials	28.80	20.18
Sale of Cafeteria Materials	101.66	86.64
Sale of Services		
Service Contract Receipts	3,899.67	3,067.77
One Time Placement Receipts	50.87	12.25
Manpower Service Contract Receipts	15,196.37	15,598.85
Consultancy Service Receipts	-	-
One Time Cleaning Receipts	62.21	115.34
ORC Commission Receipts	-	-
Total	**19,339.59**	**18,901.02**

28 Other Income

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
Interest on Deposits	70.26	122.03
Interest on Income Tax Refund	11.89	6.01
Realised Short Term Capital Gain on investments	277.90	44.06
Other Income	12.99	3.01
Unrealised Gain/(Loss) *	77.33	(216.81)
Long term Capital Loss on Investment	(210.62)	-
Total	**239.74**	**(41.69)**

*Unrealised Gain/(Loss) comprises of the impact of restatement of the investments to the market value as on the date of balance sheet in compliance with IND AS109. These gains/(Loss) are notional and does not signify the actual cashflow of the company as on the balance sheet date. These Gain/(Loss) may give incremental or decremental impact to the statement income/(loss) at the time of disposal of these investment.

29 Purchases of Stock-in-trade

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
Purchase of Cafeteria Materials	86.06	66.21
Purchase of Other Consumables for Service Contract Receipts	37.45	33.04
Purchase of House Keeping Materials	11.13	17.50
Purchase of FHCS materials	2.08	-
Total	**136.72**	**116.75**

30 Changes in Inventories

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
Consumables, House Keeping and Cafeteria Materials		
Opening Balance of Consumables	1.04	5.18
Less: Closing Balance of Consumables	1.15	1.04
Total	**(0.11)**	**4.14**

31 Employee Benefit Expenses

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
Salaries and Wages Including Bonus, Incentives and Other Emoluments	17,318.12	17,038.85
Contribution to Retiral and Health Benefits	1,173.39	1,176.75
Gratuity Expenses	9.02	36.74
Gain on Curtailment of DBO	-	-
Leave Encashment Expenses	5.61	67.10
Other Welfare Expenses	8.53	0.91
Total	**18,514.67**	**18,320.36**

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
(i) Present value of defined benefit obligation		
Balance at the beginning of the year	35.78	-
Current service cost	5.41	35.78
Benefit paid	-1.65	-
Interest cost	2.36	-
Plan Amendment's Past service cost	2.90	-
Actuarial (gain)/loss	-16.10	-
Balance at the end of the year	**28.71**	**35.78**
(ii) Fair value of plan assets	4.54	3.01
(iii) Assets & liabilities recognised in the balance sheet		
Present value of defined benefit obligation	28.71	35.78
Less: Fair value of plan assets	4.54	3.01
Amount recognised as liability	24.16	32.77
Recognised under:		
(a) Long-term provision	**18.75**	**21.09**
(b) Short-term provision	**5.41**	**11.68**

(iv) Expense recognised in statement of profit & loss		
Current service cost	5.41	35.78
Interest cost	2.11	
Plan Amendment's Past service cost	2.90	-
Actuarial (gain)/loss	-	-
Administrative Expenses/Taxes/Insurance Cost/Exchange Rate co	0.13	-
Total expense	**10.55**	**35.78**
Recognised under:		
(a) Employee benefit expense	10.55	35.78

(v) Major category of plan assets as a % of total plan assets

(vi) Principal actuarial assumptions		
(a) Discount rate (per annum)	7.54%	6.75%
(b) Salary escalation (per annum)	3%	3%
(c) Attrition rate (per annum)	5%	5%
(d) Retirement age	58.00	58.00
(e) Mortality	-	-

The discount rate is based on the prevailing market yields of Indian government securities as at the Balance Sheet date for the estimated term of the obligation.

32 Finance Cost

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
Interest on Demand Loan	0.26	0.94
Interest on Car Loan	4.76	1.30
Interest on Lease	8.77	3.30
Bank Charges	4.54	2.15
Total	**18.33**	**7.70**

33 Other Expenses

(In ₹ lakh)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
Application Fee	0.50	3.19
Bad Debts Written-off	6.74	0.16
Business Promotion Expenses	19.43	11.30
Donation	0.22	0.22
Insurance Expenses	40.51	5.56
License and Other Charges	1.32	5.14
Loss on Sale of Asset	2.25	1.31
ORC Commission	-	-
Other Expenses	33.48	18.99
Printing and Stationeries	2.91	2.57
Professional Fees	10.62	3.85
Provision for Doubtful Debts	5.53	1.09
Rates and Taxes	0.81	3.99
Rent Expenses	17.93	23.51
Repairs and Maintenance	0.33	3.98
Subscription Fees	9.01	11.94
Telephone Expenses	8.14	8.19
Travelling and Conveyance	33.34	16.25
Payment to Auditor	-	-
Statutory Audit	8.00	8.00
Tax Audit	1.00	1.00
Internal Audit	1.20	1.20
Secretarial Audit	1.00	1.00
Total	**204.26**	**132.45**

34 Earnings Per Share

(In ₹ lakh except per share data)

Particulars	Year Ended 31st Mar, 2026	Year Ended 31st Mar, 2025
Nominal value of equity shares (In ₹)	10	10
Weighted average number of Equity shares of INR. 10 each outstanding during the period	1,33,28,500	1,23,65,870
Net profit after tax from continuing operations (In ₹ lakh)	501.92	201.47
Basic EPS (In ₹)	3.77	1.63
Diluted EPS (In ₹)	3.77	1.63
Net profit after tax from discontinued operations (In ₹ lakh)	-	-
Basic EPS (In ₹)	-	-
Diluted EPS (In ₹)	-	-
Net profit for the period (In ₹ lakh)	501.92	201.47
Basic EPS (In ₹)	3.77	1.63
Diluted EPS (In ₹)	3.77	1.63

35 Financial Instruments - Category and Fair Value Hierarchy

a) Financial Instruments by Category

The carrying value of financial instruments by categories as at year end is as follows:

(In ₹ lakh)

Particulars	Carrying value		Fair Value	
	As at 31st Mar, 2026	As at 31st Mar, 2025	As at 31st Mar, 2026	As at 31st Mar, 2025
Financial Assets				
Measured at Amortised Cost				
Investments (Fixed Deposit with Scheduled Bank)	717.37	2,064.10	717.37	2,064.10
Gold	23.73	23.73	23.73	23.73
Other Investment	19.07	8.19	19.07	8.19
Deposits (Non-current)	21.70	39.01	21.70	39.01
Deposits (Current)	25.36	30.11	25.36	30.11
Trade receivables	2,684.55	2,353.48	2,684.55	2,353.48
Cash and cash equivalents	455.23	353.23	455.23	353.23
Measured at Fair Value				
Investment in Equity Shares	1020.90	474.02	1,020.90	474.02
Mutual Fund	793.84	719.78	793.84	719.78
Total	**5,761.75**	**6,065.67**	**5,761.75**	**6,065.67**
Financial Liabilities				
Measured at Amortised Cost				
Trade payables	47.62	20.15	47.62	20.15
Car Loan (Non-current)	36.19	47.29	36.19	47.29
Car Loan (current)	11.10	10.15	11.10	10.15
Other financial liabilities	1,818.62	1,854.90	1,818.62	1,854.90
Lease Liability(Current)	10.23	11.57	10.23	11.57
Lease Liability(Non-current)	78.71	75.98	78.71	75.98
Total	**2,002.47**	**2,020.03**	**2,002.47**	**2,020.03**

b) Fair Value Hierarchy

There are no transfers between any of the fair value during the year under consideration.

Fair Value of Non-current Financial Assets and Liabilities Carrying at Amortised Cost

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	Fair value measurement at end of the reporting period using		
		Level 1	Level 2	Level 3
Financial Assets				
Investment in Equity Shares	1,020.90	1,020.90	-	-
Mutual Fund	793.84	793.84	-	-
Total	**1,814.74**	**1,814.74**	-	-

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The carrying amounts of deposits (current), trade receivables, cash and cash equivalents, trade payables, other current financial liabilities are considered to be approximately equal to the fair value.

36.Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company is exposed to various financial risks majority market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks with an objective to minimise the impact of these risks based on charters and informal policies.

A.Market risk

A1. Market risk - Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, management performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. According to the Company, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. However, the company does not have any outstanding floating interest rate borrowings at the end of the reporting period.

A2. Market Risk- Foreign currency risk.

The Company operates internationally and the business is transacted in several currencies and consequently the company is exposed to foreign exchange risk through its sales and services in overseas markets and purchases from overseas suppliers in various foreign currencies. However, the company does not have any outstanding balances in foreign currency at the end of the reporting period.

B. Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assesses financia lreliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information as well.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Trade receivables are typically unsecured and are derived from revenue earned from customers located in and outside India. The Company also carries credit risk on lease deposits with landlords for properties taken on leases and other vendor trade deposits. The risk relating to refunds after surrender of leased property is managed through successful negotiations or appropriate legal actions, where necessary.

Refer Note no 16 for the purpose of ageing of trade receivables.

The movement in credit loss allowance on customer balance is as follows : (In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Balance at the beginning	59.17	58.08
Add : Additional provision made	5.53	1.09
Less : Provision written off	59.17	-
Total	5.53	59.17

C. Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Any short term surplus cash generated, over and above the amount required for working capital and other operational requirements is retained as cash and cash equivalents (to the extent required).

The table below summarises the maturity profile of the Company's financial liabilities at the reporting date. The amounts are based on contractual undiscounted payments:

(In ₹ lakh)

Particulars	Less than 1 year	1-2 years	2-5 years	More than 5 years	Total
As at 31st Mar, 2026					
Trade payables	47.62	-	-	-	47.62
Other financial liabilities	1,865.91	-	-	-	1,865.91
Total	1,913.53	-	-	-	1,913.53
As at 31st Mar, 2025					
Trade payables	20.15		-	-	20.15
Other financial liabilities	1,912.33	-	-	-	1,912.33
Total	1,932.48	-	-	-	1,932.48

37.Employee Benefits

A. Detailed Benefit Plan - Leave Encashment

The company has the policy of mandatory encashment of outstanding unutilised leaves on completion of every calendar year. Therefore, the leave encashment liability is provided on basis of unutilised leave balance computed as at the end of financial year corresponding to such eligible employees as per the company's policy.

The company has recognised the following amounts as leave encashment expenses in the statement of profit and loss for the year:

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Leave Encashment Expenses	5.61	67.10
Contribution to group gratuity insurance policy	-	-

B Defined Contribution Plan

The Company has recognised the following amounts in the statement of profit and loss for the year:

(In ₹ lakh)

Particulars	As at 31st Mar, 2026	As at 31st Mar, 2025
Contribution to provident fund	1,123.81	1,101.96
Contribution to employee state insurance	49.57	74.79
Total	**1,173.39**	**1,176.75**

38 Related Party Transactions

As per Ind AS 24. 'Related Party Disclosures', disclosure of transactions with the related parties are given below:

A Names of Related Parties and Description of Relationship

Key Managerial Personnel (KMP)

Shany Jalal	Managing Director
Anil Kumar Muraleedharan	Director
Amit Kumar Rakhecha	Director and Chief Financial Officer
Anuroop	KMP
Sweta Sahal (Resigned w.e.f. 19th July 2024)	Company Secretary
Sweety Jhunjhunwala (Appointed on 10th October 2024) (Resigned w.e.f.07th January 2025)	Company Secretary
Sharvari Sham Kulkarni (Resigned w.e.f.01st October 2023)	Company Secretary
Veena Girish Kulkarni (Appointed on 07th January 2025)	Company Secretary
Ashok Ajay Kumar Bantia	Director
Pushpy B Muricken	Director
Bharat Kumar Jain	Director

Enterprise in which KMP are able to exercise Significant Influence

Anisha Enterprises

Prosol IT

Nucleus Computer earlier named as uday mansion

B Transactions with Related Parties During the Year

(In ₹ lakh)

Particulars	Nature of Transaction	As at 31st Mar, 2026	As at 31st Mar, 2025
Shany Jalal	Remuneration	28.62	28.62
Anil Kumar Muraleedharan	Remuneration	15.97	20.28
Sweta Sahal	Remuneration	-	1.50
Sweety Jhunjhunwala	Remuneration	-	0.91
Sharvari Sham Kulkarni	Remuneration	-	
Veena Girish Kulkarni	Remuneration	7.20	1.76
Anuroop	Remuneration	24.01	21.62
Anisha Enterprises	Direct Expenses	50.52	53.00
Prosol IT	Indirect Expenses	0.26	0.14
Prosol IT	Purchase of Fixed Assets	12.83	19.50
Prosol IT	Sales	105.17	169.19
Nucleus Computer earlier named as uday mansion	Sales	14.52	18.50
Pushpy B Muricken	Director fee	1.20	1.20
Bharat Kumar Jain	Director fee	1.10	1.20
Bharat Kumar Jain	Consultant fee		0.40
Ashok Ajay Kumar Bantia	Director fee	1.20	1.20

C Outstanding Balances As At the Year End

Particulars	Nature of Balances	As at 31st Mar, 2026	As at 31st Mar, 2025
Shany Jalal	Salary Payable	2.38	1.94
Sweta Sahal	Salary Payable		1.50
Veena Girish Kulkarni	Salary Payable	0.60	0.58
Anuroop	Salary Payable	2.00	1.55
Anisha Enterprises	Trade Payables	-	0.06
Prosol IT	Trade Payables	-	0.95
Prosol IT	Trade Receivables	-	0.12
Nucleus Computer	Trade Receivables	-	-
Ashok Ajay Kumar Bantia	Director Fee	0.09	0.09
Pushpy B Muricken	Director Fee	0.09	0.09
Bharat Kumar Jain	Director Fee	0.11	0.11

Notes:

a. Related parties has been identified by the management and relied upon by the auditors.

b. The remuneration to KMP does not include provision for gratuity and leave encashment.

39 Ratios

The ratios for the years ended 31st March 2024 and 31st March 2023 are as follows :

	Particulars	Numerator	Denominator	As at 31st Mar, 2026	As at 31st Mar, 2025	Variance (in %)
A)	Current Ratio	Current Assets	Current Liabilities	1.83	1.53	19.82%
B)	Debt – Equity ratio	Total Debt	Shareholder's equity	0.01	0.01	-25.79%***
C)	Debt Service Coverage Ratio	EBITDA ^	Debt service	192.13	75.54	154.35%**
D)	Return on Equity (ROE)	Profit After Tax - Preference Dividend	Average shareholder's equity	0.10	0.05	102.84%*
E)	Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivable	7.68	8.00	-4.04%****
F)	Trade Payables Turnover Ratio	Purchases of Services and Other Expenses	Average Trade Payables	10.06	13.45	-25.16%**
G)	Net Capital Turnover Ratio	Revenue from Operations	Working Capital	11.75	18.07	-34.97%
H)	Net Profit Ratio	Profit After Tax	Revenue from Operations	0.03	0.01	143.48%*
I)	Return on Capital Employed (ROCE)	Earnings Before Interest and Tax	Capital Employed	0.11	0.05	114.5%*****

^ Earnings before finance costs, depreciation and amortisation, exceptional items and tax

Reason for Variances

* These ratio has increased due to increment in profit after tax.

** This ratio is decreased due to increased in sundry creditors.

***This ratio is decreaed due to decrease in borrowing

****This ratio is decreased due to increase in the revenue from operation compared to trade receivable.

***** This ratio is decreased due to increase in working capital compared to the increase in revenue from operations

40.Relationship with struck off companies

There is no company which has been struck off during the reported period. Hence, details of balances outstanding in respect of transactions undertaken with a company struck-off under section 248 of the companies act, 2013 is not applicable.

41.Registration & Satisfaction of charges

The company does not have any charges or satisfaction to be registered with Registrar of Companies beyond the statutory period.

42. Balances of trade receivables and trade payables are subject to confirmation and subsequent reconciliation.

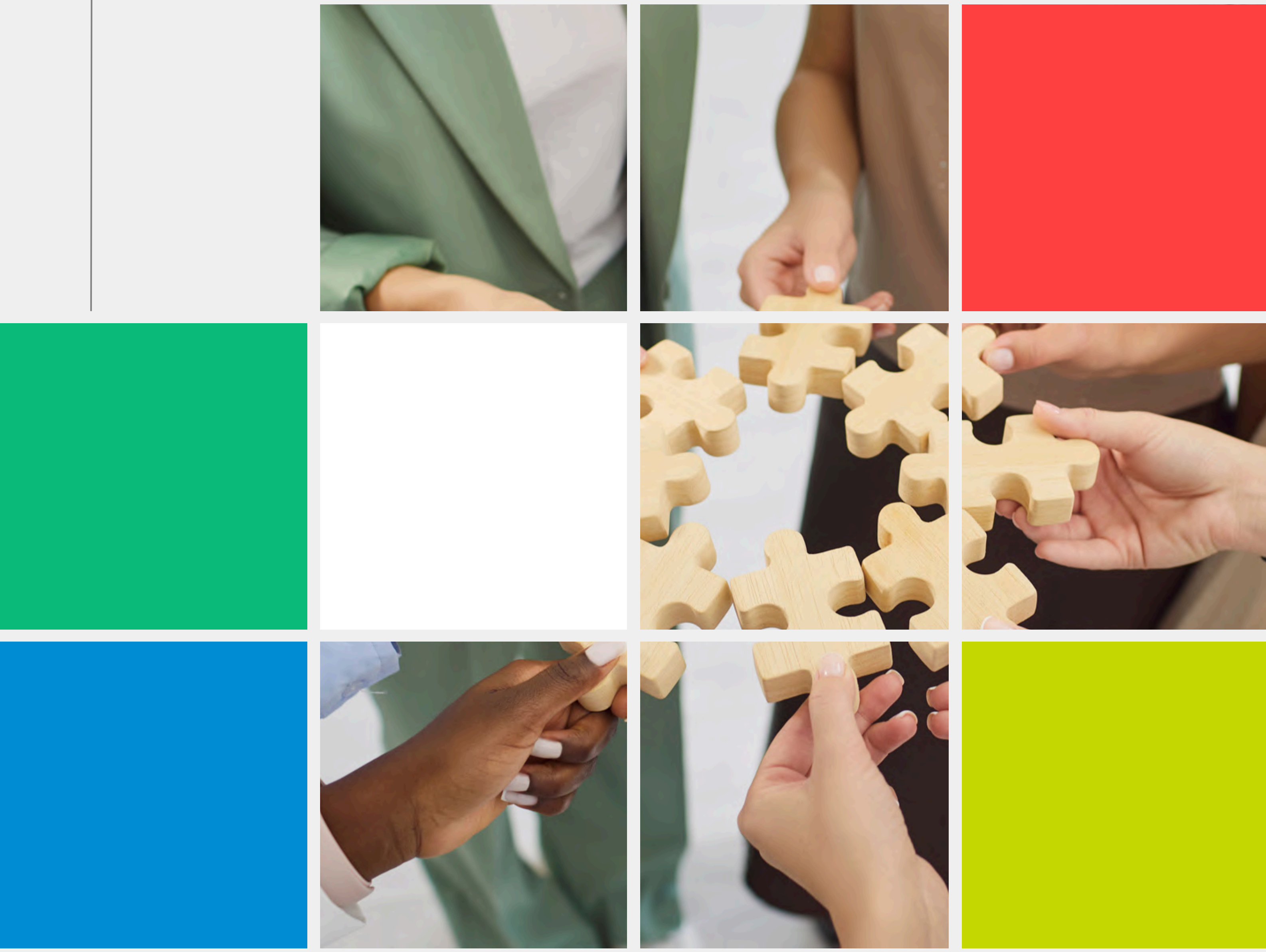
43. Previous year's figures have been reclassified/regrouped, wherever applicable to confirm to current year's classification.

44. The Financial Statements were authorised for issue by the directors on 29th May 2026.

45. Note on Contingent liabilities

Claims against the Company not acknowledged as debts	Pending with	As at 31st March 2026	As at 31st March 2025
(i) GST Appellate Authority Appeal	GST Appellete Authority, Chennai	94.40	-

(Appeal is filed against Order No. DIN: GSTIN/33AAPCS7846E1Z0/2021-22/AD330925074348P dated 12-12-2025 (AD3309250) issued by the Assistant Commissioner (ST), Ekkatuthangal Assessment Circle, Tamil Nadu, under Section 73 of the TNGST/CGST Act, 2017, raising a total demand of Rs. 94,39,812 (Tax) + Rs. 71,36,498 (Interest) + Rs. 9,43,981 (Penalty). As required under Section 107(6) of the GST Act, 10% of the disputed tax demand amounting to Rs. 9,43,983 has been pre-deposited, and the appeal is pending before the Appellate Authority), Based on the legal opinion obtained and assessment made by the management, the Company believes that the demand is not sustainable and the likelihood of crystallization of liability is remote.



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