

NOTICE OF THE BOARD MEETING OF SERVICE CARE LIMITED

Date – 20/01/2025

To,
The Board of Directors
Service Care Limited,
Bangalore

Sub: Notice of the Board Meeting of board of directors of the company

Dear All,

SHORTER NOTICE is hereby given that the 10th Meeting of Board of Directors of the Service Care Limited is scheduled to be held on as under:

Day : Tuesday

Date : 21th January, 2025

Time : 05.00PM

Venue : 1st Floor, #653, 2nd Main Road, Domlur Layout, Bangalore 560 071 or through VC/OVCM

The detailed Agenda along with Explanatory Notes, for the aforesaid meeting is attached herewith

Item no.	Contents
01.	To elect the chairman of the meeting
02.	To Ascertain the quorum
03.	To grant Leave of absence
04.	To take mode of attendance
05.	To take note of interest of director if any in the proposed resolution.
06.	To confirm the minutes of the previous meeting
07.	To discuss the interest received from Japanese corporation for strategic equity investment & shareholding in the company
08.	To consider the appointment of internal auditors for FY 2024-25

Service Care Limited

(Formerly known as Service Care Private Limited)

Registered Office : #653, 1st Floor, 2nd Main Road, Domlur, Bengaluru, Karnataka-560071 | **Tel:** +91

8025354728/25354729

CIN: L74900KA2011PLC058639 | **Email:** enquiry@servicecare.in | **Web** : www.servicecare.in

09.	To consider the appointment of secretarial auditor for FY 2024-25
10.	Any other business with the approval of the chairman
11.	Vote of Thanks

You are requested to kindly make it convenient to attend the meeting.

Thanks & Regards,

for SERVICE CARE LIMITED

(Formerly Known as Service Care Private Limited)

Veena Kulkarni
Company Secretary & Compliance Officer
Email – cs@servicecare.in

Date – 20th January, 2025
Place – Bengaluru

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NOTES TO AGENDA

ITEM NO.1: TO ELECT CHAIRMAN OF THE MEETING.

The Board members present in the Board Meeting are required to appoint any person as Chairman of the meeting. Any one of the director present in the Board Meeting can be appointed as Chairman for this Board Meeting.

ITEM NO.2: ASCERTAIN THE QUORUM.

The quorum for a meeting of the Board of Directors of a Company shall be one third of its total strength or two directors, whichever is higher. No business shall be transacted at any Board Meeting unless there is a valid quorum both at the time when the meeting is called to order and throughout the meeting.

ITEM NO.3: LEAVE OF ABSENCE, IF ANY.

The Board shall take note of and grant leave of absence to any of the Directors, if any.

ITEM NO.4: TO TAKE NOTE OF MODE OF ATTENDANCE.

As per Section 173 of the Companies Act 2013, the participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio-visual means. Further the board may take note that the said meeting will be through Video Conferencing(“VC”) or Other Audio Video Visual Means(“OAVM”). The link of the same shall be provided to directors.

ITEM NO.5: TO TAKE NOTE ON INTEREST OF DIRECTORS IN ANY RESOLUTION PROPOSED TO BE PASSED BY THE BOARD

Disclosure under section 184(2) is to be made by every Director of a Company who is in any way, whether directly or indirectly, concerned or interested in the proposed resolution to be passed for entering into any contract or arrangement or proposed contract or arrangement shall disclose his/her interest and shall not participate in the proceedings.

ITEM NO.6: CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON 07.01.2025

Minutes of the Previous meeting held on 7th January, 2025, shall be placed before the Board for their consideration. The Board is requested to confirm and take note of the same.

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ITEM NO.7: TO DISCUSS THE INTEREST RECEIVED FROM A LEADING JAPANESE CORPORATION FOR A STRATEGIC EQUITY INVESTMENT & SHAREHOLDING IN THE COMPANY

The board is informed that the company has received interest from a leading Japanese corporation for strategic equity investment and shareholding in the company. It is to be put forward in front of the board of directors to discuss the same.

ITEM NO.8: TO CONSIDER APPOINTMENT OF INTERNAL AUDITOR FOR THE FY-2024-2025

The Board is informed that under the provision of Companies Act, 2013, read with rule 13 of the Companies(Accounts) Rule, 2014, including any amendments thereto for the time being in force and other applicable provisions of the Act, the Company is required to appoint Internal Auditor for the FY-2024-2025, the consent of M/s. Belur & Co, (Firm Regn No - 000416S) had been received for appointment as Internal Auditor.

The Board may pass the following resolution with or without modification(s),

"RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013 and other applicable provisions, including any amendment as thereto and as recommended by the Audit Committee consent of the Board be and is hereby accorded to appoint, M/s. Belur & Co. having Membership No. 000416S as Internal Auditor of the Company for the F.Y. 2024- 25 on such remuneration as may be fixed the Board in consultation with them.

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and matters including but not limited to preparing and filing of Statutory forms, if any, with the Registrar of Companies and such other things as may be necessary or expedient to implement this resolution."

ITEM NO.9: APPROVAL FOR APPOINTMENT OF SECRETARIAL AUDITOR TO CONDUCT SECRETARIAL AUDIT FOR THE YEAR 2024-25

The Board is informed that under the provision of Companies Act, 2013, the Company is required to appoint Secretarial Auditor for the FY-2024-2025 and also the consent of Mr. Syed Shahabuddin, Company Secretary in Practice had been received for appointment as Secretarial Auditor.

The Board may pass the following resolution with or without modification(s),

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“RESOLVED THAT pursuant to provisions of Section 204(1), read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act 2013, the consent of the Board be and is hereby accorded to appoint Mr. Syed Shahabuddin (Membership No. 4121) as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the FY 2024 – 2025 at a remuneration as per the last Financial year.

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company, be and is hereby authorized to provide the necessary assistance for conducting the aforesaid audit;

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and matters including but not limited to preparing and filing of Statutory forms, if any, with the Registrar of Companies and such other things as may be necessary or expedient to implement this resolution.”

Thanks & Regards,

for SERVICE CARE LIMITED

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Veena Kulkarni
Company Secretary & Compliance Officer
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