

Date: 21 July 2025

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: Submission of Notice of 14<sup>th</sup> Annual General Meeting for the Financial Year 2024-2025**

Pursuant to Regulation 30 read with Schedule III and Regulation 34 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended from time to time, we submit herewith the Notice of 14<sup>th</sup> Annual General Meeting for the Financial Year 2024-2025 which is scheduled to be held on Wednesday, August 13, 2025 at 12.00 PM (IST).

The said Notice of 33rd Annual General Meeting is also available at the website of the Company at [www.servicecare.in](http://www.servicecare.in).

You are requested to take same on record.

Thank You.  
For **Service Care Limited**

**Veena Girish Kulkarni**  
Company Secretary  
M. No: ACS 69226  
Email: [compliance@servicecare.in](mailto: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 Fourteenth (14<sup>th</sup>) Annual General Meeting (AGM) of Service Care Limited (formerly known as Service Care Private Limited) will be held on **Wednesday, 13<sup>th</sup> August 2025 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<sup>ST</sup> MARCH 2025.

To Consider and adopt the audited financial statement for the Financial Year ("FY") ended 31<sup>st</sup> March, 2025, 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 31<sup>st</sup> March 2025, 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. ANIL KUMAR MURALEEDHARAN (DIN: 03488320), WHO RETIRES BY ROTATION AND 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. Anil Kumar Muraleedharan (DIN: 03488320) 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."

## SPECIAL BUSINESS

### 3. TO RATIFY THE REMUNERATION TO MANAGING DIRECTOR FOR THE YEAR 2024-25

To consider the ratification of the remuneration paid to Managing Director for the year 2024-25, 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.”

### 4. TO RATIFY THE REMUNERATION TO EXECUTIVE DIRECTOR FOR THE YEAR 2024-25

To consider the ratification of the remuneration paid to Executive Director for the year 2024-25, and if thought fit, pass the following resolution as Special Resolution:

**“RESOLVED THAT**, the remuneration paid to the Executive Director Mr. Anil Kumar Muraleedharan, being Rs. 20.27 Lakhs, which is collectively above 10% 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 TO MANAGING DIRECTOR FOR THE YEAR 2025-26

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

**“RESOLVED THAT**, pursuant to section 197 read with schedule V of the Companies Act, 2013 and applicable rules made there under and amendments there on time to time, the remuneration to Managing Director Mrs. Shany Jalal, be and hereby approved for the year 2025-26 up to Rs. 50.00 lakhs which shall include all perquisites and emoluments of all kind.

**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."

**6. TO APPROVE REMUNERATION TO MR. ANIL KUMAR MURALEEDHARAN, EXECUTIVE DIRECTOR FOR THE YEAR 2025-26**

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

**RESOLVED THAT**, pursuant to section 197 read with schedule V of the Companies Act, 2013 and applicable rules made there under and amendments there on time to time, the remuneration to Executive Director be and hereby approved for the year 2025-26 for Mr. Anil Kumar Muraleedharan up to Rs. 30.00 lakhs which shall include all perquisites and emoluments of all kind."

**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."

**7. TO APPROVE REMUNERATION TO MR. AMIT KUMAR RAKHECHA, EXECUTIVE DIRECTOR FOR THE YEAR 2025-26**

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

**RESOLVED THAT**, pursuant to section 197 read with schedule V of the Companies Act, 2013 and applicable rules made there under and amendments there on time to time, the remuneration to Executive Director be and hereby approved for the year 2025-26 for Mr. Amit Kumar Rakhecha up to Rs. 10.00 Lakhs which shall include all perquisites and emoluments of all kind."

**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."

## 8. MIGRATION OF EQUITY SHARES OF THE COMPANY FROM NSE EMERGE (SME PLATFORM OF NSE) TO THE MAIN BOARD OF NSE.

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with NSE Limited applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of NSE Limited and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of 1,33,28,500 (One Crore Thirty Three Lakhs Twenty Eight Thousand Five Hundred) number of Equity Shares of the Company having a face value of Rs.10/per Equity Share (which are currently listed on NSE Emerge) to the main Board of NSE and upon Migration the said Equity Shares shall get listed and traded on the Main Board of NSE, from the date of Migration/getting listed and admitted to deal on Main Board of NSE”.

**“RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company, be and are hereby, severally, authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), Registrar of the Companies (ROC), to apply, modify, rectify and submit any application and/or related documents on behalf of the Company and to fulfil all such legal formalities in the connection and to form any committee if it thinks and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/officer of the Company and to appoint any such attorney/person to represent before to give effect to this resolution.”

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

**SHANY JALAL**  
Managing Director  
(DIN: 03488342)

Date: 21 July 2025  
Place: Bangalore

**Notes:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, 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. 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/EGM. 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-agm/>. 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](http://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](http://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 and MCA Circular No. 20/2020 dated May 05, 2020.
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 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 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 INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- **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 **Sunday, 10 August 2025 at 9:00 AM** and ends on **Tuesday, 12 August, 2025 at 5:00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, 06<sup>th</sup> August 2025**, 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the</p>



	<p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting</li> <li>4) For OTP based login you can click on: <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service</b></li> </ol>

	<b>provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> 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 through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-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 or joining virtual meeting & voting during the meeting.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 e-Voting and joining virtual meetings 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- 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](http://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](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - 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; [compliance@servicecare.in](mailto:compliance@servicecare.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@servicecare.in](mailto:compliance@servicecare.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call 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 14th 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 the 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: 21 July 2025  
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. ANIL KUMAR MURALEEDHARAN (DIN: 03488320), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Mr. Anil Kumar Muraleedharan, 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]

<b>Name of Director</b>	Anil Kumar Muraleedharan
<b>Director Identification Number (DIN)</b>	03488320
<b>Date of Birth</b>	29 March 1975
<b>Date of first Appointment</b>	13 May 2011
<b>Qualification</b>	Bachelor of Science Mathematics
<b>Relationships between directors inter-se</b>	Spouse of Shany Jalal, Managing Director. Also a partner of a firm - Prosol IT, in which another director, Mr. Amit Kumar Rakhecha is also a partner.
<b>Expertise in specific functional Areas</b>	Primarily involved in sales & marketing activities of the Company with sound business sense for past 3 decades.
<b>List of other Public Companies in which Directorship</b>	Nil
<b>Chairmanship*/Membership of the Committees of Board (includes only Audit Committee &amp; Stakeholders Relationship Committee) of other Indian Public Companies</b>	Nil
<b>Attendance at the Board Meeting in the Financial Year 2023-2024</b>	Meetings Conducted during the year: 10 Meetings attended during the year: 10
<b>Details of remuneration</b>	INR 20,27,957/-
<b>No. of Shares held in the Company as on 11 July 2025(date of BM)</b>	16,82,300

**SPECIAL BUSINESS:****Agenda No.03 to 07**
**RATIFICATION OF REMUNERATION TO MANAGING DIRECTOR AND EXECUTIVE DIRECTOR FOR THE YEAR 2024-25 AND APPROVAL OF REMUNERATION TO MANAGING DIRECTOR AND EXECUTIVE DIRECTORS FOR THE YEAR 2025-26**

- 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 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, and Mr. Anil Kumar Muraleedharan, Executive Director, for the financial year 2024-25 exceeds the above-mentioned limit of 10% 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 2024-25 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
<b>I</b>	<b>General Information</b>	
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 2024-25, the turnover of the company was INR 18.901 lakhs & profit was INR 201.01 Lakhs after tax.		
5	Foreign Investments or collaborations, if any	NA		
<b>II</b>	<b>Information about the Director</b>	<b>Shany Jalal</b>	<b>Anil Kumar Muraleedharan</b>	<b>Amit Kumar Rakhecha</b>
1	Background Details			
2	Past remuneration (FY24-25)	28.61 Lakhs	20.27 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 Managing Director	Promoter of the company
<b>III</b>	<b>Other Information</b>			
1	Reasons of loss or inadequate profits	Primarily due to increased operational costs due to setting up of new offices, increase in number of employees & its cost, project execution delays, and subdued market conditions.		
2	Steps taken or proposed to be	The Company is implementing cost optimization measures, enhancing operational efficiency, expanding its service		

	taken for improvement	offerings, and focusing on timely execution of projects to improve profitability.
3	Expected increase in the productivity and profits in measurable terms	With the above initiatives, the Company expects a gradual improvement in productivity and aims to achieve growth in revenue and profitability over the next 12-18 months, subject to market conditions.

- B. The Board of Directors, at its meeting held on 11<sup>th</sup> July 2025, 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 for the financial year 2025-26, 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.

#### Agenda No.08

#### MIGRATION OF EQUITY SHARES OF THE COMPANY FROM NSE EMERGE (SME PLATFORM OF NSE) TO THE MAIN BOARD OF NSE.

The Company's 1,33,28,500 (One Crore Thirty-Three Lakhs Twenty-Eight Thousand Five Hundred) Equity Shares of Rs. 10/- are listed and traded on SME platform of NSE Limited (NSE). The Company made an IPO in the year 2023 and raised an amount of Rs. 2,067.62 lakhs by issue of Equity Shares of Rs. 10 each, which has been deployed and is being utilized for the objects of the Issue.

The Company is well poised to migrate on the Main Board of NSE as the Company has been listed and traded on the NSE Emerge (Listed on July 26, 2023) with present listed paid-up capital of more than Rs.10 crores and hence eligible to migrate to the Main Board of NSE as per the guidelines specified by SEBI under Chapter IX of SEBI ICDR Regulations, 2018 and as per the criteria laid down by NSE for Migration. The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution.

The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the

votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoters against the proposal.

In view of increasing business activities and for strong brand building, the Board of Directors at its meeting held on 11 July 2025, have accordingly approved the proposal to migrate from NSE EMERGE Platform to NSE Main Board.

Listing on the Main Board of NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Migration to the main board will act as a catalyst in the growth and expansion of the Company and will also help the shareholders of the Company to enjoy enhanced returns from their investments.

The members are, therefore, requested to accord their approval for Migration of Company's 1,33,28,500 (One Crore Thirty-Three Lakhs Twenty-Eight Thousand Five Hundred) Equity Shares from SME Platform of NSE Limited to Main Board of NSE as set out in the resolution. The Company would approach NSE with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including Public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution. The Board accordingly recommends the special resolution as set out in Item No. 5 of the Notice for approval of the members.

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

**SHANY JALAL**  
Managing Director  
(DIN: 03488342)

Date: 21 July 2025  
Place: Bangalore