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# SERVICE CARE LIMITED

The Corporate Identification Number of our Company is U74900KA2011PLC058639

Our Company was originally incorporated as "Service Care Private Limited" on 13th May, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Bangalore, Karnataka. Later on, company was converted into public limited company, the name of our Company is changed to "Service Care Limited" and fresh Certificate of Incorporation dated April 18th, 2023 was issued by the Registrar of Companies, Bangalore, Karnataka. For details of Conversion of Company, please refer to section titled "HISTORY AND CERTAIN CORPORATE MATTERS" beginning on page no. 98 of this Red Herring Prospectus.

**Registered office:** No. 653, 1st Floor, 2nd Main Road Domlur Layout, Bangalore, Karnataka – 560071, | **Telephone:** .. +91-80-25354728 / 25354729, | **Email:** compliance@servicecare.in, | **Website:** www.servicecare.in | **Contact Person:** Mrs. Sharvari Sham Kulkarni, Company Secretary and Compliance Officer

## PROMOTERS OF OUR COMPANY: MRS. SHANY JALAL, MR. ANIL KUMAR M AND MR. AMIT KUMAR RAKHECHA

### THE OFFER

INITIAL PUBLIC ISSUE OF 30,86,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF SERVICE CARE LIMITED ("SCL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH 1,56,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 29,30,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.84% AND 25.48%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

**QIB PORTION: NOT MORE THAN 50.00% OF THE NET ISSUE;**

**RETAIL PORTION: NOT LESS THAN 35.00% OF THE NET ISSUE;**

**NON-INSTITUTIONAL PORTION: NOT LESS THAN 15.00% OF THE NET ISSUE;**

**MARKET MAKER PORTION: UPTO 1,56,000 EQUITY SHARES OR 5.06% OF THE ISSUE**

**PRICE BAND: ₹ 63 TO ₹ 67 PER EQUITY SHARE OF FACE VALUE ₹ 10/- EACH.**

**FLOOR PRICE IS 6.30 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 6.70 TIMES OF THE FACE VALUE OF THE EQUITY SHARES, BIDS CAN BE MADE FOR A MINIMUM OF 2,000 EQUITY SHARES AND IN MULTIPLES OF 2,000 EQUITY SHARES THEREAFTER**

## RISKS TO INVESTORS

- The Merchant banker associated with the issue has handled 5 public issue in the past three years out of which 2 issue closed below the Issue Price on listing date.
- Average cost of acquisition of equity shares held by the individual promoters of ₹ 0.01/-, ₹ 0.003/-, ₹ 11.88/- and the Issue Price at the Upper end of the Price Band is ₹ 67/- per Equity Shares.
- Weighted Average Return on Net Worth for Fiscals 2022, 2021, 2020 is 20.73%.

## BASIS OF ISSUE PRICE

The Issue Price has been determined by the Company in consultation with the BRLM on the basis of the key business strengths of our company. The face value of the Equity Shares is ₹ 10/- and Issue Floor Price is ₹ 63/- which is 6.30 times of the face value and Issue Cap Price is ₹ 67/- which is 6.70 times of the face value.

### QUALITATIVE FACTORS

- Enduring Values of the company & Management Team;
- Customer Focus;
- Teamwork;
- Accountability;
- Integrity;
- Innovation;
- Respect for Individuals;
- Strong Statutory compliance policies.

For detailed discussion on the qualitative factors which form the basis for computing the price, please refer the section titled "Business Overview" beginning on page 84 of the Red Herring Prospectus.

### QUANTITATIVE FACTORS

Information presented below is derived from our company's Restated Financials Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basis & Diluted Earnings per Shares (EPS), as restated:

S. No.	Period	Basic & Diluted (₹)	Weights
1.	March 31, 2020	1,362.85	1
2.	March 31, 2021	234.60	2
3.	March 31, 2022	1,744.81	3
<b>Weighted Average</b>		<b>1,177.75</b>	<b>6</b>

#### 2. Price Earing (P/E) Ratio in relation to Issue Price Band of ₹ 63-67 per shares:

S. No.	Particulars	P/E at the Floor Price*	P/E at the Cap Price*
1.	Based on basic EPS for FY 2022 on Restated Financials Information	0.036	0.038
2.	Based on Weighted Average	0.053	0.057

\*Pre Bonus.

#### 3. Return of Net Worth (RoNW):

S. No.	Period	RoNW (%)	Weights
1.	March 31, 2020	31.27	1
2.	March 31, 2021	5.12	2
3.	March 31, 2022	27.59	3
<b>Weighted Average</b>		<b>20.73</b>	<b>6</b>

#### 4. Net Asset Value (NAV) per Equity Shares:

S. No.	As at	NAV
1.	March 31, 2020	4,343.80
2.	March 31, 2021	4,578.40
3.	March 31, 2022	6,323.20
NAV per Equity Shares after the Issue at Floor Price		26.78
NAV per Equity Shares after the Issue at Cap Price		27.85
NAV at the Issue Price		[●]

#### 5. Comparison of Accounting Ratios with Industry Peer:

S. No.	Name of the Company	Result Type	Face Value (₹)	EPS Basic <sup>2</sup> (₹)	PE Ratio <sup>3</sup>	RoNW (%)	NAV per Shares (₹)
1.	Service Care Limited	Standalone	10	1,744.81	[●]	27.59	6,323.20
2.	ITCon E Solution Limited	Standalone	10	4.16	12.26	53.31	1,966.03
3.	Integrated Personnel Services Limited	Standalone	10	5.45	10.83	19.54	27.28
4.	Quest Corp Limited	Standalone	10	9.80	67.25	5.20	149.26

- Source: Annual Report of Peer Group Companies available on Stock Exchange. Final Prospectus filed on Stock Exchange has been considered for ITCon E solution Limited.
- Basic & diluted Earnings per share (EPS) is calculated in weighted average number of shares as on 31st March 2022.
- Price Earing (P/E) Ratio in relation to offer Price of ₹ [●] /- per shares.
- The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is ₹ [●] /- per share which is [●] times the face value.

7. The Issue Price has been determined by our Company in consultation with BRLM and justified by our Company in consultation with the BRLM on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the Issue Document to have more informed view about the investment.

Investors should read the above-mentioned information along with section titled "Business Overview", "Risk Factor" and "Restated Financial Statements" beginning on page no. 84, 18 and 130 respectively including important profitability and return ratios, as set out in Chapter titled "Other Financials Information" on page no. 131 of the Red Herring Prospectus to have a more informed view.

For further details, please see the chapter titled "Basis of Issue Price" beginning on page no. 71 of the Red Herring Prospectus.

## BID/OFFER

## OPENS ON: FRIDAY, 14TH JULY, 2023, TUESDAY, 18TH JULY, 2023

Our Company in consultation with the BRLM may consider participation by Anchor Investors. The Anchor Investor bidding date shall be one working day prior to the Bid/Issue Opening date in accordance with the SEBI (ICDR), Regulation, 2018. In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Collecting Depository Participants and Registrar and Share Transfer Agents.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contract (Regulation) Rule, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI (ICDR) Regulation, the issue is being for at least 25% of the post issue paid up equity share capital of our Company. The issue is being made through the book building process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB") (the "QIB Portion"), provided that our company in consultation with the BRLMs may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis (the "Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investors Allocation Price. In the event of Under-Subscription or non-allocation in the Anchor Investors Portion, the balance equity shares shall be added to the QIB Category, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion (excluding Anchor Investor Portion), the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIB. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI (ICDR) Regulations, subject to valid bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID for RBIs using UPI Mechanism, in which the corresponding Bid Amount will be blocked by the SCSBs or the Sponsor Bank, as applicable. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page no. 169 of the Red Herring Prospectus.

Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidding / Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requirement Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders/Applicants should ensure that PAN, DP ID and the client ID are correctly filed in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

CONTENTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our company, see "History And Corporate Structure" on page no. 98 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our company. The Memorandum of Association of our company is a material document for inspection in relation to the Issue. For further details, see the Section "Material Contracts and Documents for Inspection" on page no. 209 of the Red Herring Prospectus.

### LIABILITY OF MEMBERS AS PER MOA:

The Liability of the members of the Company is Limited. The Authorized share capital comprises of 1,30,00,000 Equity Shares of ₹ 10/- each aggregating to ₹ 1,30,00,00,000. The present issued, subscribed and paid-up share capital comprises of 84,12,500 Equity Shares of ₹ 10/- each aggregating to ₹ 841.25 Lakh. For details of the Capital Structure, see "Capital Structure" on the page 47 of the Red Herring Prospectus.

NAME OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below are the name of signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: Mrs. Shany Jalal – 5400 Equity Shares, Mr. Anil Kumar M – 2500 Equity Shares, Late Mr. A. Jalaududin – 2100 Equity Shares, aggregating to 10,000 Equity Shares of Rs. 10/- each. Details of the main objects of the Company as contained in the Memorandum of Association, see "History And Corporate Structure" on page no. 98 of the Red Herring Prospectus. For details of the share capital and capital structure of the company see "Capital Structure" on page no. 47 of the Red Herring Prospectus.

PROPOSED LISTING: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received in-principle approval letter dated June 30th, 2023 from National Stock Exchange of India Limited ("NSE") for using its name in this offer documents for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this issue, the Designated Stock Exchange will be the NSE. As copy of the Red Herring Prospectus has been filed to the ROC on July 07th, 2023, which has been taken on record by ROC on July 07th, 2023, and Prospectus shall be filed to ROC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of Red Herring Prospectus up to the Bid/Issue Closing Date. See "Material Contracts and Documents for Inspection" on the page 209 of the Red Herring Prospectus.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI): Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulation, 2018, the Red Herring Prospectus has been filed with SEBI. However SEBI shall not issue any observation on the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus. Hence there is no such specified disclaimer clause of SEBI. However investors may refer full text of the "Disclaimer Clause of SEBI" beginning on page no. 151 of the Red Herring Prospectus.

DISCLAIMER CLAUSE OF NSE (THE DESIGNATED STOCK EXCHANGE): "It is to be distinctly understood that the permission given by NSE ("NSE EMERGE") should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to the Red Herring Prospectus for the full text of the "Disclaimer Clause of NSE" appearing on page no. 151 of the Red Herring Prospectus".

RISK TO INVESTORS: Investment in equity and equity-related securities involve a degree of risk and investors should not invest any fund in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the issue including the risk involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the Section titled "Risk Factor" beginning on page no. 18 of the Red Herring Prospectus.

CREDIT RATING: As this is an issue of Equity Shares there is no credit rating for this issue.

BENEFIT TRUSTEES: As this is an issue of Equity Shares, the appointment of Trustees is not required.

IPO GRADING: Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO Grading agency.

## ASBA\*

Simple, Safe, Smart way to application – Make use of it.

\*Application Supported by Blocked Amount (ASBA) is better way of applying to issue by simple blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

Mandatory in Public issue No Cheque / Demand draft will be accepted



UPI - NOW Mandatory in ASBA FOR RETAIL INDIVIDUAL INVESTORS (RII) applying through Registered Brokers, DPs and RTAs, RII also have option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors are required to ensure that the Bank A/c used for bidding is linked to their PAN

For Details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus and General Information Document for investing in the public issue and also refer to the section "Issue Procedure" beginning on page no. 169 of the Red Herring Prospectus. ASBA Forms can be downloaded from the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and can be obtained from the list of banks that is displayed on the Securities and Exchange Board of India ("SEBI") at ([www.sebi.gov.in](http://www.sebi.gov.in)). List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). For the list of UPI Apps and Banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in).

### BOOK RUNNING LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE OFFER

### COMPANY SECRETARY AND COMPLIANCE OFFICER



**SWASTIKA INVESTMART LIMITED**  
SEBI Reg. Number: INM000012102  
Address: Flat No.18, 2nd Floor, North Wing, Madhaveshwar Co-op- Hsg Society Ltd, Madhav Nagar, 11/12, S. V. Road, Andheri W, Mumbai – 400058.  
Tel No.: +91-22-26254568-69;  
Fax No: +91-731-664 4300  
Email Id: [merchantbanking@swastika.co.in](mailto:merchantbanking@swastika.co.in)  
Investors Grievance Id: [mb.investorgrievance@swastika.co.in](mailto:mb.investorgrievance@swastika.co.in)  
Website: [www.swastika.co.in](http://www.swastika.co.in)  
Contact Person: CS Mohit R. Goyal  
CIN: L65910MH1992PLC067052

**INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED**  
SEBI Registration Number: INR000000544;  
Address: No. 30 Ramana Residency, 4th Cross Sampige Road, Malleswaram, Bengaluru – 560003;  
Tel. Number: +91-80-23460815/816/817/818;  
Email Id: [giri@integratedindia.in](mailto:giri@integratedindia.in);  
Investors Grievance Id: [giri@integratedindia.in](mailto:giri@integratedindia.in);  
Website: [www.integratedindia.in](http://www.integratedindia.in);  
Contact Person: Mr. S. Giridhar;  
CIN: U74900TN2015PTC101466.

Mrs. Sharvari Sham Kulkarni;  
Company Secretary and Compliance Officer;  
SERVICE CARE LIMITED  
Registered office Address: No. 653, 1st Floor, 2nd Main Road Domlur Layout, Bangalore, Karnataka – 560071;  
Tel No.: +91-80-25354728 / 25354729;  
Website: [www.servicecare.in](http://www.servicecare.in);  
E-Mail: [compliance@servicecare.in](mailto:compliance@servicecare.in).  
Investors can contact the company secretary and compliance officer or the BRLM or the Registrar to the Issue in case of any pre-issue related problems, such as non – receipt of letter of offer, non-credit of allotted equity shares in the respective beneficiary account and refund orders etc.

**AVAILABILITY OF RED HERRING PROSPECTUS:** Investor are advised to refer to the Red Herring Prospectus and the Risk Factor Contained therein, before applying in the issue. Full copy of the Red Herring Prospectus is available at the website of SEBI at ([www.sebi.gov.in](http://www.sebi.gov.in)); website of Stock Exchange at ([www.nseindia.com](http://www.nseindia.com)), the website of Book Running Lead Manager at ([www.swastika.co.in](http://www.swastika.co.in)); and website of the company at ([www.servicecare.in](http://www.servicecare.in)). Investor should note that investment in equity shares involves high degree of risk. For details, investor should refer to and rely on the Red Herring Prospectus, including the section titled "Risk Factor" on page no. 18 of the Red Herring Prospectus, which has been filed with ROC.

**APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA):** All Investors in this Issue may apply through ASBA. ASBA can be availed by all the investors except Anchor Investors. All potential investors are mandatorily required to participate in the issue through an Application Supported by Blocked Amount ("ASBA") process. The investors are required to fill the ASBA forms and submit the same to their Banks which, in return will block the amount in the account as per the authority contained in ASBA form and shares. Hence, there will be no need of refund. The ASBA application forms can also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). For more details on the ASBA process, please refer to the details given in application forms and abridged prospectus and also please refer to the Section "Issue Procedure" on page no. 169 of the Red Herring Prospectus.

Capitalized terms used herein and not specifically defined herein shall have the meaning given to such terms in the Prospectus.

#### BANKER TO THE ISSUE AND SPONSOR BANK:

KOTAK MAHINDRA LIMITED (SEBI Reg. No.: INBIO0000927)  
Address: Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (East), Mumbai – 400 097 Maharashtra;  
Tel. No.: 022-66056588, Email: [cmsipo@kotak.com](mailto:cmsipo@kotak.com), Website: [www.kotak.com](http://www.kotak.com)  
Contact Person: Mr. Siddhesh Shirodkar  
Date : July 11th, 2023  
Place : Bangalore  
On behalf of the Board of Directors  
For, **Service Care Limited**  
Sd/-  
Mrs. Shany Jalal  
Chairman and Managing Director  
DIN: 03488342

**SERVICE CARE LIMITED** is proposing, subject to market conditions and other considerations, a public issue of its Equity Shares and has filed the Red Herring Prospectus with the Registrar of Companies, Bangalore ("ROC"). The Red Herring Prospectus is available on the website of the SEBI at ([www.sebi.gov.in](http://www.sebi.gov.in)), the website of the Book Running Lead Manager at ([www.swastika.co.in](http://www.swastika.co.in)) and website of Company at ([www.servicecare.in](http://www.servicecare.in)) and on the website of National Stock Exchange of India Limited at ([www.nseindia.com](http://www.nseindia.com)). Investor should note that investment in equity shares involved high degree of risk. For details, investors should refer to and rely on the Prospectus, including the section titled "Risk Factors" on page no. 18 of the Red Herring Prospectus, which has been filed with ROC, before making any investment decision. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 as amended ("The Security Act") and may not be issued or sold within the United States (as defined in regulations under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act. The equity shares are being offered and sold only outside the United States in offshore transaction in compliance with regulations under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occurs.

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Registered office: No. 653, 1st Floor, 2nd Main Road Domlur Layout, Bangalore, Karnataka – 560071, | Telephone: +91-80-25354728 / 25354729, | Email: [compliance@servicecare.in](mailto:compliance@servicecare.in), | Website: [www.servicecare.in](http://www.servicecare.in) |  
Contact Person: Mrs. Sharvari Sham Kulkarni, Company Secretary and Compliance Officer

## PROMOTER'S OF OUR COMPANY: MRS. SHANY JALAL, MR. ANIL KUMAR M AND MR. AMIT KUMAR RAKHECHA THE OFFER

**INITIAL PUBLIC ISSUE OF 30,86,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF SERVICE CARE LIMITED ("SCL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH 1,56,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 29,30,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.84% AND 25.48%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

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## RISKS TO INVESTORS

- The Merchant banker associated with the issue has handled 5 public issue in the past three years out of which 2 issue closed below the Issue Price on listing date.
- Average cost of acquisition of equity shares held by the individual promoters of ₹ 0.01/-, ₹ 0.003/-, ₹ 11.88/- and the Issue Price at the Upper end of the Price Band is ₹ 67/- per Equity Shares.
- Weighted Average Return on Net Worth for Fiscals 2022, 2021, 2020 is 20.73%.

## BASIS OF ISSUE PRICE

The Issue Price has been determined by the Company in consultation with the BRLM on the basis of the key business strengths of our company.  
The face value of the Equity Shares is ₹ 10/- and Issue Floor Price is ₹ 63/- which is 6.30 times of the face value and Issue Cap Price is ₹ 67/- which is 6.70 times of the face value.

### QUALITATIVE FACTORS

- Enduring Values of the company & Management Team;
- Customer Focus;
- Teamwork;
- Accountability;
- Integrity;
- Innovation;
- Respect for Individuals;
- Strong Statutory compliance policies.

For detailed discussion on the qualitative factors which form the basis for computing the price, please refer the section titled "Business Overview" beginning on page 84 of the Red Herring Prospectus.

### QUANTITATIVE FACTORS

Information presented below is derived from our company's Restated Financials Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basis & Diluted Earnings per Share (EPS), as restated:

S. No.	Period	Basic & Diluted (₹)	Weights
1.	March 31, 2020	1,362.85	1
2.	March 31, 2021	234.60	2
3.	March 31, 2022	1,744.81	3
	<b>Weighted Average</b>	<b>1,177.75</b>	<b>6</b>

#### 2. Price Earning (P/E) Ratio in relation to Issue Price Band of ₹ 63-67 per shares:

S. No.	Particulars	P/E at the Floor Price*	P/E at the Cap Price*
1.	Based on basic EPS for FY 2022 on Restated Financials Information	0.036	0.038
2.	Based on Weighted Average	0.053	0.057

\*Pre Bonus.

#### 3. Return of Net Worth (RoNW):

S. No.	Period	RoNW (%)	Weights
1.	March 31, 2020	31.27	1
2.	March 31, 2021	5.12	2
3.	March 31, 2022	27.59	3
	<b>Weighted Average</b>	<b>20.73</b>	<b>6</b>

#### 4. Net Asset Value (NAV) per Equity Shares:

S. No.	As at	NAV
1.	March 31, 2020	4,343.80
2.	March 31, 2021	4,578.40
3.	March 31, 2022	6,323.20
	NAV per Equity Shares after the Issue at Floor Price	26.78
	NAV per Equity Shares after the Issue at Cap Price	27.85
	NAV at the Issue Price	[●]

#### 5. Comparison of Accounting Ratios with Industry Peer:

S. No.	Name of the Company	Result Type	Face Value (₹)	EPS Basic <sup>3</sup> (₹)	PE Ratio <sup>3</sup>	RoNW (%)	NAV per Share (₹)
1.	Service Care Limited	Standalone	10	1,744.81	[●]	27.59	6,323.20
2.	ITCon E Solution Limited	Standalone	10	4.16	12.26	53.31	1,966.03
3.	Integrated Personnel Services Limited	Standalone	10	5.45	10.83	19.54	27.28
4.	Quess Corp Limited	Standalone	10	9.80	67.25	5.20	149.26

- Source: Annual Report of Peer Group Companies available on Stock Exchange. Final Prospectus filed on Stock Exchange has been considered for ITCon E solution Limited.
- Basic & diluted Earnings per share (EPS) is calculated in weighted average number of shares as on 31st March 2022.
- Price Earning (P/E) Ratio in relation to offer Price of ₹ [●] /- per share.

6. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is ₹ [●] /- per share which is [●] times the face value.

7. The Issue Price has been determined by our Company in consultation with BRLM and justified by our Company in consultation with the BRLM on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the Issue Document to have more informed view about the investment.

Investors should read the above-mentioned information along with section titled "Business Overview", "Risk Factor" and "Restated Financial Statements" beginning on page no. 84, 18 and 130 respectively including important profitability and return ratios, as set out in Chapter titled "Other Financials Information" on page no. 131 of the Red Herring Prospectus to have a more informed view.

For further details, please see the chapter titled "Basis of Issue Price" beginning on page no. 71 of the Red Herring Prospectus.

## BID/OFFER

## OPENS ON: FRIDAY, 14TH JULY, 2023, TUESDAY, 18TH JULY, 2023

Our Company in consultation with the BRLM may consider participation by Anchor Investors. The Anchor Investor bidding date shall be one working day prior to the Bid/Issue Opening date in accordance with the SEBI (ICDR), Regulation, 2018. In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Collecting Depository Participants and Registrar and Share Transfer Agents.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contract (Regulation) Rule, 1957, as amended ("SCRR") and with Regulation 253 of the SEBI ICDR Regulation, the Issue is being for atleast 25% of the post issue paid up equity share capital of our company. The issue is being made through the book building process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB") (the "QIB Portion"), provided that our company in consultation with the BRLMs may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis (the "Anchor Investor Portion"). One – third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investors Allocation Price. In the event of Under-Subscription or non-allocation in the Anchor Investors Portion, the balance equity shares shall be added to the QIB Category; 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion (excluding Anchor Investor Portion), the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIB. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID for RiBs using UPI Mechanism, in which the corresponding Bid Amount will be blocked by the SCSBs or the Sponsor Bank, as applicable. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page no. 169 of the Red Herring Prospectus.

**Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidding / Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requirement Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders/Applicants are advised to update any changes in their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders/Applicants should ensure that PAN, DP ID and the client ID are correctly filed in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.**

**CONTENTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our company, see "History And Corporate Structure" on page no. 98 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our company. The Memorandum of Association of our company is a material document for inspection in relation to the Issue. For further details, see the Section "Material Contracts and Documents for Inspection" on page no. 209 of the Red Herring Prospectus.

**LIABILITY OF MEMBERS AS PER MOA:** The Liability of the members of the Company is Limited.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** The Authorized share capital comprises of 1,30,00,000 Equity Shares of ₹ 10/- each aggregating to ₹ 1,300 Lakh. The present issued, subscribed and paid-up share capital comprises of 84,12,500 Equity Shares of ₹ 10/- each aggregating to ₹ 841.25 Lakh. For details of the Capital Structure, see "Capital Structure" on the page 47 of the Red Herring Prospectus.

**NAME OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the name of signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: Mrs. Shany Jalal – 5400 Equity Shares, Mr. Anil Kumar M – 2500 Equity Shares, Late Mr. A. Jaiakudrín – 2100 Equity Shares, aggregating to 10,000 Equity Shares of Rs. 10/- each. Details of the main objects of the Company as contained in the Memorandum of Association, see "History And Corporate Structure" on page no. 98 of the Red Herring Prospectus. For details of the share capital and capital structure of the company see "Capital Structure" on page no. 47 of the Red Herring Prospectus.

**PROPOSED LISTING:** The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, our Company has received in-principle approval letter dated June 30th, 2023 from National Stock Exchange of India Limited ("NSE") for using its name in this offer documents for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this issue, the Designated Stock Exchange will be the NSE. As copy of the Red Herring Prospectus has been filed to the ROC on July 07th, 2023, which has been taken on record by ROC on July 07th, 2023, and Prospectus shall be filed to ROC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of Red Herring Prospectus up to the Bid/Issue Closing Date. See "Material Contracts and Documents for Inspection" on the page 209 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI):** Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulation, 2018, the Red Herring Prospectus has been filed with SEBI. However SEBI shall not issue any observation on the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus. Hence there is no such specified disclaimer clause of SEBI. However investors may refer full text of the "Disclaimer Clause of SEBI" beginning on page no. 151 of the Red Herring Prospectus.

**DISCLAIMER CLAUSE OF NSE (THE DESIGNATED STOCK EXCHANGE):** "It is to be distinctly understood that the permission given by NSE ("NSE EMERGE") should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to the Red Herring Prospectus for the full text of the "Disclaimer Clause of NSE" appearing on page no. 151 of the Red Herring Prospectus."

**RISK TO INVESTORS:** Investment in equity and equity-related securities involve a degree of risk and investors should not invest any fund in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risk involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the Section titled "Risk Factor" beginning on page no. 18 of the Red Herring Prospectus.

**CREDIT RATING:** As this is an issue of Equity Shares there is no credit rating for this issue.

**DEBENTURE TRUSTEES:** As this is an issue of Equity Shares, the appointment of Trustees is not required.

**IPO GRADING:** Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO Grading agency.

## ASBA\*

Simple, Safe, Smart way to application – Make use of it.

\*Application Supported by Blocked Amount (ASBA) is better way of applying to issue by simple blocking the fund in the bank account. Investors can avail the same. For details, check section on ASBA below.

Mandatory in Public issue No Cheque / Demand draft will be accepted



**UPI - NOW Mandatory in ASBA FOR RETAIL INDIVIDUAL INVESTORS (RII) applying through Registered Brokers, DPs and RTAs, RII also have option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.**

Investors are required to ensure that the Bank A/c used for bidding is linked to their PAN

For Details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus and General Information Document for investing in the public issue and also refer to the section "Issue Procedure" beginning on page no. 169 of the Red Herring Prospectus. ASBA Forms can be downloaded from the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and can be obtained from the list of banks that is displayed on the Securities and Exchange Board of India ("SEBI") at ([www.sebi.gov.in](http://www.sebi.gov.in)). List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). For the list of UPI Apps and Banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in).

### BOOK RUNNING LEAD MANAGER TO THE ISSUE



#### SWASTIKA INVESTMENT LIMITED

SEBI Reg. Number: INM00012102

Address: Flat No. 18, 2nd Floor, North Wing, Madhaveshwar Co-op. Hsg Society Ltd, Madhav Nagar, 11/12, S. V. Road, Andheri W, Mumbai – 400058.

Tel No.: +91- 22-26254568-69;

Fax No: +91-731-664 4300

Email Id: [merchantbanking@swastika.co.in](mailto:merchantbanking@swastika.co.in)

Investors Grievance Id:

[mb.investorgrievance@swastika.co.in](mailto:mb.investorgrievance@swastika.co.in)

Website: [www.swastika.co.in](http://www.swastika.co.in)

Contact Person: CS Mohit R. Goyal

CIN: L65910MH1192PLC067052

### REGISTRAR TO THE OFFER



#### INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

SEBI Registration Number: INR000000544;

Address: No. 30 Ramana Residency, 4th Cross Sampige Road, Malleswaram, Bengaluru – 560003;

Tel. Number: +91-80-23460815/816/817/818;

Email Id: [giri@integratedindia.in](mailto:giri@integratedindia.in);

Investors Grievance Id: [giri@integratedindia.in](mailto:giri@integratedindia.in);

Website: [www.integratedindia.in](http://www.integratedindia.in);

Contact Person: Mr. S. Giridhar;

CIN: U74900TN2015PTC101466.

### COMPANY SECRETARY AND COMPLIANCE OFFICER



#### Mrs. Sharvari Sham Kulkarni;

Company Secretary and Compliance Officer;

SERVICE CARE LIMITED

Registered office Address: No. 653, 1st Floor,

2nd Main Road Domlur Layout, Bangalore,

Karnataka – 560071;

Tel No.: +91-80-25354728 / 25354729;

Website: [www.servicecare.in](http://www.servicecare.in);

E-Mail: [compliance@servicecare.in](mailto:compliance@servicecare.in).

Investors can contact the company secretary and compliance officer or the BRLM or the Registrar to the Issue in case of any pre-issue related problems, such as non – receipt of letter of offer, non-credit of allotted equity shares in the respective beneficiary account and refund orders etc.

**AVAILABILITY OF RED HERRING PROSPECTUS:** Investor are advised to refer to the Red Herring Prospectus and the Risk Factor Contained therein, before applying in the issue. Full copy of the Red Herring Prospectus is available at the website of SEBI at ([www.sebi.gov.in](http://www.sebi.gov.in)); website of Stock Exchange at ([www.nseindia.com](http://www.nseindia.com)); the website of Book Running Lead Manager at ([www.swastika.co.in](http://www.swastika.co.in)); and website of the company at ([www.servicecare.in](http://www.servicecare.in)). Investor should note that investment in equity shares involves high degree of risk. For details, investor should refer to and rely on the Red Herring Prospectus, including the section titled "Risk Factor" on page no. 18 of the Red Herring Prospectus, which has been filed with ROC.

**APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA):** All Investors in this Issue may apply through ASBA. ASBA can be availed by all the investors except Anchor Investors. All potential investors are mandatorily required to participate in the issue through an Application Supported by Blocked Amount ("ASBA") process. The investors are required to fill the ASBA forms and submit the same to their Banks which, in return will block the amount in the account as per the authority contained in ASBA form and shares. Hence, there will be no need of refund. The ASBA application forms can also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). For more details on the ASBA process, please refer to the details given in application forms and abridged prospectus and also please refer to the Section "Issue Procedure" on page no. 169 of the Red Herring Prospectus.

Capitalized terms used herein and not specifically defined herein shall have the meaning given to such terms in the Prospectus.

#### BANKER TO THE ISSUE AND SPONSOR BANK:

KOTAK MAHINDRA LIMITED

(SEBI Reg. No.: INBIO0000927

Address: Kotak Infinity, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway,

General AK Vaidya Marg, Malad (East), Mumbai – 400 097 Maharashtra;

Tel. No.: 022-66056588, Email: [cmsipo@kotak.com](mailto:cmsipo@kotak.com), Website: [www.kotak.com](http://www.kotak.com)

Contact Person: Mr. Siddhesh Shirodkar

Date : July 11th, 2023

Place : Bangalore

**SERVICE CARE LIMITED** is proposing, subject to market conditions and other considerations, a public issue of its Equity Shares and has filed the Red Herring Prospectus with the Registrar of Companies, Bangalore ("ROC"). The Red Herring Prospectus is available on the website of the SEBI at ([www.sebi.gov.in](http://www.sebi.gov.in)), the website of the Book Running Lead Manager at ([www.swastika.co.in](http://www.swastika.co.in)) and website of Company at ([www.servicecare.in](http://www.servicecare.in)) and on the website of National Stock Exchange of India Limited at ([www.nseindia.com](http://www.nseindia.com)). Investor should note that investment in equity shares involved high degree of risk. For details, investors should refer to and rely on the Prospectus, including the section titled "Risk Factors" on page no. 18 of the Red Herring Prospectus, which has been filed with ROC, before making any investment decision. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 as amended ("The Securities Act") and may not be issued or sold within the United States (as defined in regulations under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act. The equity shares are being offered and sold only outside the United States in offshore transaction in compliance with regulations under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

THIS IS PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSE ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT, THIS DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES. THIS PUBLIC ANNOUNCEMENT IS NOT INTENDED FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.



# SERVICE CARE LIMITED

The Corporate Identification Number of our Company is U74900KA2011PLC058639

Our Company was originally incorporated as "Service Care Private Limited" on 13th May, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Bangalore, Karnataka. Later on, company was converted into public limited company, the name of our Company is changed to "Service Care Limited" and fresh Certificate of Incorporation dated April 18th, 2023 was issued by the Registrar of Companies, Bangalore, Karnataka. For details of Conversion of Company, please refer to section titled "HISTORY AND CERTAIN CORPORATE MATTERS" beginning on page no. 98 of this Red Herring Prospectus.

Registered office: No. 653, 1st Floor, 2nd Main Road Domlur Layout, Bangalore, Karnataka – 560071. | Telephone: : +91-80-25354728 / 25354729. | Email: [compliance@servicecare.in](mailto:compliance@servicecare.in). | Website: [www.servicecare.in](http://www.servicecare.in) | Contact Person: Mrs. Sharvari Sham Kulkarni, Company Secretary and Compliance Officer

## PROMOTER'S OF OUR COMPANY: MRS. SHANY JALAL, MR. ANIL KUMAR M AND MR. AMIT KUMAR RAKHECHA THE OFFER

INITIAL PUBLIC ISSUE OF 30,86,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF SERVICE CARE LIMITED ("SCL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH 1,56,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 29,30,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] /- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] /- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.84% AND 25.48%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

**QIB PORTION: NOT MORE THAN 50.00% OF THE NET ISSUE;  
RETAIL PORTION: NOT LESS THAN 35.00% OF THE NET ISSUE;  
NON-INSTITUTIONAL PORTION: NOT LESS THAN 15.00% OF THE NET ISSUE;  
MARKET MAKER PORTION: UPTO 1,56,000 EQUITY SHARES OR 5.06% OF THE ISSUE**

PRICE BAND: ₹ 63 TO ₹ 67 PER EQUITY SHARE OF FACE VALUE ₹ 10/- EACH.

FLOOR PRICE IS 6.30 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 6.70 TIMES OF THE FACE VALUE OF THE EQUITY SHARES, BIDS CAN BE MADE FOR A MINIMUM OF 2,000 EQUITY SHARES AND IN MULTIPLES OF 2,000 EQUITY SHARES THEREAFTER

## RISKS TO INVESTORS

- The Merchant banker associated with the issue has handled 5 public issue in the past three years out of which 2 issue closed below the Issue Price on listing date.
- Average cost of acquisition of equity shares held by the individual promoters of ₹ 0.01/-, ₹ 0.003/-, ₹ 11.88/- and the Issue Price at the Upper end of the Price Band is ₹ 67/- per Equity Shares.
- Weighted Average Return on Net Worth for Fiscals 2022, 2021, 2020 is 20.73%.

## BASIS OF ISSUE PRICE

The Issue Price has been determined by the Company in consultation with the BRLM on the basis of the key business strengths of our company. The face value of the Equity Shares is ₹ 10/- and Issue Floor Price is ₹ 63/- which is 6.30 times of the face value and Issue Cap Price is ₹ 67/- which is 6.70 times of the face value.

### QUALITATIVE FACTORS

- Enduring Values of the company & Management Team;
- Customer Focus;
- Teamwork;
- Accountability;
- Integrity;
- Innovation;
- Respect for Individuals;
- Strong Statutory compliance policies.

For detailed discussion on the qualitative factors which form the basis for computing the price, please refer the section titled "Business Overview" beginning on page 84 of the Red Herring Prospectus.

### QUANTITATIVE FACTORS

Information presented below is derived from our company's Restated Financials Statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basis & Diluted Earnings per Shares (EPS), as restated:

S. No.	Period	Basic & Diluted (₹)	Weights
1.	March 31, 2020	1,362.85	1
2.	March 31, 2021	234.60	2
3.	March 31, 2022	1,744.81	3
	<b>Weighted Average</b>	<b>1,177.75</b>	<b>6</b>

#### 2. Price Earning (P/E) Ratio in relation to Issue Price Band of ₹ 63-67 per shares:

S. No.	Particulars	P/E at the Floor Price*	P/E at the Cap Price*
1.	Based on basic EPS for FY 2022 on Restated Financials Information	0.036	0.038
2.	Based on Weighted Average	0.053	0.057

\*Pre Bonus.

#### 3. Return of Net Worth (RoNW):

S. No.	Period	RoNW (%)	Weights
1.	March 31, 2020	31.27	1
2.	March 31, 2021	5.12	2
3.	March 31, 2022	27.59	3
	<b>Weighted Average</b>	<b>20.73</b>	<b>6</b>

#### 4. Net Asset Value (NAV) per Equity Shares:

S. No.	As at	NAV
1.	March 31, 2020	4,343.80
2.	March 31, 2021	4,578.40
3.	March 31, 2022	6,323.20
	NAV per Equity Shares after the Issue at Floor Price	26.78
	NAV per Equity Shares after the Issue at Cap Price	27.85
	NAV at the Issue Price	●

#### 5. Comparison of Accounting Ratios with Industry Peer:

S. No.	Name of the Company	Result Type	Face Value (₹)	EPS Basic <sup>2</sup> (₹)	PE Ratio <sup>1</sup>	RoNW (%)	NAV per Shares (₹)
1.	Service Care Limited	Standalone	10	1,744.81	●	27.59	6,323.20
2.	ITCon E Solution Limited	Standalone	10	4.16	12.26	53.31	1,966.03
3.	Integrated Personnel Services Limited	Standalone	10	5.45	10.83	19.54	27.28
4.	Qess Corp Limited	Standalone	10	9.80	67.25	5.20	149.26

- Source: Annual Report of Peer Group Companies available on Stock Exchange. Final Prospectus filed on Stock Exchange has been considered for ITCon E Solution Limited.
- Basic & diluted Earnings per share (EPS) is calculated in weighted average number of shares as on 31st March 2022.
- Price Earning (P/E) Ratio in relation to offer Price of ₹ [●] /- per shares.

6. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is ₹ [●] /- per share which is [●] times the face value.

7. The Issue Price has been determined by our Company in consultation with BRLM and justified by our Company in consultation with the BRLM on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the Issue Document to have more informed view about the investment.

Investors should read the above-mentioned information along with section titled "Business Overview", "Risk Factor" and "Restated Financial Statements" beginning on page no. 84, 18 and 130 respectively including important profitability and return ratios, as set out in Chapter titled "Other Financials Information" on page no. 131 of the Red Herring Prospectus to have a more informed view.

For further details, please see the chapter titled "Basis of Issue Price" beginning on page no. 71 of the Red Herring Prospectus.

## BID/OFFER

## OPENS ON: FRIDAY, 14TH JULY, 2023, TUESDAY, 18TH JULY, 2023

Our Company in consultation with the BRLM may consider participation by Anchor Investors. The Anchor Investor bidding date shall be one working day prior to the Bid/Issue Opening date in accordance with the SEBI (ICDR), Regulation, 2018. In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Collecting Depository Participants and Registrar and Share Transfer Agents.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contract (Regulation) Rule, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI (ICDR) Regulations, the issue is being for atleast 25% of the post issue paid up equity share capital of our company. The issue is being made through the book building process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB") (the "QIB Portion"), provided that our company in consultation with the BRLMs may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis (the "Anchor Investor Portion"). One – third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid bids being received from the domestic Mutual Funds at or above the Anchor Investors Allocation Price. In the event of Under-Subscription or non-allocation in the Anchor Investors Portion, the balance equity shares shall be added to the QIB Category. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion (excluding Anchor Investor Portion), the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIB. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI (ICDR) Regulations, subject to valid bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID for RiBs using UPI Mechanism, in which the corresponding Bid Amount will be blocked by the SCSBs or the Sponsor Bank, as applicable. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page no. 169 of the Red Herring Prospectus.

Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidding / Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requirement Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders/Applicants should ensure that PAN, DP ID and the client ID are correctly filed in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

CONTENTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our company, see "History And Corporate Structure" on page no. 98 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our company. The Memorandum of Association of our company is a material document for inspection in relation to the Issue. For further details, see the Section "Material Contracts and Documents for Inspection" on page no. 209 of the Red Herring Prospectus.

### LIABILITY OF MEMBERS AS PER MOA: The Liability of the members of the Company is Limited.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The Authorized share capital comprises of 1,30,00,000 Equity Shares of ₹ 10/- each aggregating to ₹ 1,300 Lakh. The present issued, subscribed and paid-up share capital comprises of 84,12,500 Equity Shares of ₹ 10/- each aggregating to ₹ 841.25 Lakh. For details of the Capital Structure, see "Capital Structure" on the page 47 of the Red Herring Prospectus.

NAME OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below are the name of signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company: Mrs. Shany Jalal – 5400 Equity Shares, Mr. Anil Kumar M – 2500 Equity Shares, Late Mr. A Jalaluddin – 2100 Equity Shares, aggregating to 10,000 Equity Shares of Rs. 10/- each. Details of the main objects of the Company as contained in the Memorandum of Association, see "History and Corporate Structure" on page no. 98 of the Red Herring Prospectus. For details of the share capital and capital structure of the company see "Capital Structure" on page no. 47 of the Red Herring Prospectus.

PROPOSED LISTING: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, our Company has received in-principle approval letter dated June 30th, 2023 from National Stock Exchange of India Limited ("NSE") for using its name in this offer documents for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this issue, the Designated Stock Exchange will be the NSE. As copy of the Red Herring Prospectus has been filed to the ROC on July 07th, 2023, which has been taken on record by ROC on July 07th, 2023, and Prospectus shall be filed to ROC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of Red Herring Prospectus up to the Bid/Issue Closing Date. See "Material Contracts and Documents for Inspection" on the page 209 of the Red Herring Prospectus.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI): Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulation, 2018, the Red Herring Prospectus has been filed with SEBI. However SEBI shall not issue any observation on the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus. Hence there is no such specified disclaimer clause of SEBI. However investors may refer full text of the "Disclaimer Clause of SEBI" beginning on page no. 151 of the Red Herring Prospectus.

DISCLAIMER CLAUSE OF NSE (THE DESIGNATED STOCK EXCHANGE): "It is to be distinctly understood that the permission given by NSE ("NSE EMERGE") should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to the Red Herring Prospectus for the full text of the "Disclaimer Clause of NSE" appearing on page no. 151 of the Red Herring Prospectus."

RISK TO INVESTORS: Investment in equity and equity-related securities involve a degree of risk and investors should not invest any fund in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the issue including the risk involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the Section titled "Risk Factor" beginning on page no. 18 of the Red Herring Prospectus.

CREDIT RATING: As this is an issue of Equity Shares there is no credit rating for this issue.

DEBENTURE TRUSTEES: As this is an issue of Equity Shares, the appointment of Trustees is not required.

IPO GRADING: Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO Grading agency.

**ASBA\***  
Simple, Safe, Smart way to application – Make use of it.

\*Application Supported by Blocked Amount (ASBA) is better way of applying to issue by simple blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

Mandatory in Public issue No Cheque / Demand draft will be accepted

**UPI**  
UPI MECHANISM

UPI - NOW Mandatory in ASBA FOR RETAIL INDIVIDUAL INVESTORS (RII) applying through Registered Brokers, DPs and RTAs, RII also have option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the Bank A/c used for bidding is linked to their PAN

For Details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus and General Information Document for investing in the public issue and also refer to the section "Issue Procedure" beginning on page no. 169 of the Red Herring Prospectus. ASBA Forms can be downloaded from the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and can be obtained from the list of banks that is displayed on the Securities and Exchange Board of India ("SEBI") at ([www.sebi.gov.in](http://www.sebi.gov.in)). List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). For the list of UPI Apps and Banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in).

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p><b>SWASTIKA INVESTMART LIMITED</b> SEBI Reg. Number: INM000012102 Address: Flat No.18, 2nd Floor, North Wing, Madhaveshwar Co-op- Hsg Society Ltd, Madhav Nagar, 11/12, S. V. Road, Andheri W, Mumbai – 400058. Tel No.: +91- 22-26254568-69; Fax No: +91-731-664 4300 Email Id: <a href="mailto:merchantbanking@swastika.co.in">merchantbanking@swastika.co.in</a> Investors Grievance Id: <a href="mailto:mb.investorgrievance@swastika.co.in">mb.investorgrievance@swastika.co.in</a> Website: <a href="http://www.swastika.co.in">www.swastika.co.in</a> Contact Person: CS Mohit R. Goyal CIN: L65910MH1992PLC067052</p>	<p><b>INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED</b> SEBI Registration Number: INR000005044; Address: No. 30 Ramana Residency, 4th Cross Sampige Road, Malleswaram, Bengaluru – 560003; Tel. Number: +91-80-23460815/816/817/818; Email Id: <a href="mailto:giri@integratedindia.in">giri@integratedindia.in</a>; Investors Grievance Id: <a href="mailto:giri@integratedindia.in">giri@integratedindia.in</a>; Website: <a href="http://www.integratedindia.in">www.integratedindia.in</a>; Contact Person: Mr. S. Giridhar; CIN: U74900TN2015PTC101466.</p>	<p>Mrs. Sharvari Sham Kulkarni; Company Secretary and Compliance Officer; SERVICE CARE LIMITED Registered office Address: No. 653, 1st Floor, 2nd Main Road Domlur Layout, Bangalore, Karnataka – 560071; Tel No.: +91-80-25354728 / 25354729; Website: <a href="http://www.servicecare.in">www.servicecare.in</a>; E-Mail: <a href="mailto:compliance@servicecare.in">compliance@servicecare.in</a>.</p> <p>Investors can contact the company secretary and compliance officer or the BRLM or the Registrar to the Issue in case of any pre-issue related problems, such as non-receipt of letter of offer, non-credit of allotted equity shares in the respective beneficiary account and refund orders etc.</p>

AVAILABILITY BID-CUM-APPLICATION FORMS: Bid-cum-Application forms can be obtained from the Company i.e. Service Care Limited, the Book Running Lead Manager i.e. Swastika Investmart Limited, the Registrar to the Issue i.e. Integrated Registry Management Services Private Limited. The application forms can also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). Application supported by Block Amount forms shall be available with designated branches of Self Certified Syndicate Banks, the list of which is available at website of the Stock Exchange and SEBI.

AVAILABILITY OF RED HERRING PROSPECTUS: Investor are advised to refer to the Red Herring Prospectus and the Risk Factor Contained therein, before applying in the issue. Full copy of the Red Herring Prospectus is available at the website of SEBI at ([www.sebi.gov.in](http://www.sebi.gov.in)), website of Stock Exchange at ([www.nseindia.com](http://www.nseindia.com)), the website of Book Running Lead Manager at ([www.swastika.co.in](http://www.swastika.co.in)); and website of the company at ([www.servicecare.in](http://www.servicecare.in)). Investor should note that investment in equity shares involves high degree of risk. For details, investor should refer to and rely on the Red Herring Prospectus, including the section titled "Risk Factor" on page no. 18 of the Red Herring Prospectus, which has been filed with ROC.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA): All Investors in this Issue may apply through ASBA. ASBA can be availed by all the investors except Anchor Investors. All potential investors are mandatorily required to participate in the issue through an Application Supported by Blocked Amount ("ASBA") process. The investors are required to fill the ASBA forms and submit the same to their Banks which, in return will block the amount in the account as per the authority contained in ASBA form and shares. Hence, there will be no need of refund. The ASBA application forms can also be downloaded from the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). For more details on the ASBA process, please refer to the details given in application forms and abridged prospectus and also please refer to the Section "Issue Procedure" on page no. 169 of the Red Herring Prospectus.

Capitalized terms used herein and not specifically defined herein shall have the meaning given to such terms in the Prospectus.

**BANKER TO THE ISSUE AND SPONSOR BANK:**  
KOTAK MAHINDRA LIMITED  
(SEBI Reg. No.: INBI00000927)  
Address: Kotak Infinity, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (East), Mumbai – 400 097 Maharashtra;  
Tel. No.: 022-66056558, Email: [cmsipd@kotak.com](mailto:cmsipd@kotak.com), Website: [www.kotak.com](http://www.kotak.com)  
Contact Person: Mr. Siddhesh Chirodkar  
Date : July 11th, 2023  
Place : Bangalore

On behalf of the Board of Directors For, **Service Care Limited** Sd/- Mrs. Shany Jalal Chairman and Managing Director DIN: 03488342

SERVICE CARE LIMITED is proposing, subject to market conditions and other considerations, a public issue of its Equity Shares and has filed the Red Herring Prospectus with the Registrar of Companies, Bangalore ("ROC"). The Red Herring Prospectus is available on the website of the SEBI at ([www.sebi.gov.in](http://www.sebi.gov.in)), the website of the Book Running Lead Manager at ([www.swastika.co.in](http://www.swastika.co.in)) and website of Company at ([www.servicecare.in](http://www.servicecare.in)) and on the website of National Stock Exchange of India Limited at ([www.nseindia.com](http://www.nseindia.com)). Investor should note that investment in equity shares involved high degree of risk. For details, investors should refer to and rely on the Prospectus, including the section titled "Risk Factors" on page no. 18 of the Red Herring Prospectus, which has been filed with ROC, before making any investment decision. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 as amended ("The Securities Act") and may not be issued or sold within the United States (as defined in regulations under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act. The equity shares are being offered and sold only outside the United States in offshore transaction in compliance with regulations under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

