



SERVICE CARE LIMITED

(Formerly Known as SERVICE CARE PRIVATE LIMITED)

CIN: U74900KA2011PLC058639

12th ANNUAL REPORT FOR THE FINANCIAL YEAR 2022-23

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Twelfth Annual General Meeting of Service Care Limited will be held on Saturday 16th September 2023 at 11:30 A.M through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

The Annual Report can be accessed at www.servicecare.in

Directors	1. Shany Jalal Managing Director 2. Anil Kumar Muraleedharan Executive Director 3. Amit Kumar Rakhecha Executive Director and CFO 4. Pushpy B Muricken Independent Director 5. Bharath Kumar Jain Independent Director 6. Ashok Ajay Kumar Bantia Independent Director
Chief Financial Officer	Amit Kumar Rakhecha
Company Secretary and Compliance Officer	Sharvari Sham Kulkarni
Statutory Auditors	S Bhat & Associates, Chartered Accounts
Bankers	IndusInd Bank
Registrar and Share Transfer Agents	Integrated Registry Management Services Private LimitedSEBI Registration Number: INR00000054 Address: No. 30 Ramana Residency, 4 th Cross Sampige Road,Malleshwaram Bengaluru-560003 Email id: giri@integratedindia.in Website: www.integratedindia.in
Registered Office	No.653, 1st Floor, 2nd Main Road Domlur Layout Bangalore .560071
Branch Office	Address 1: First Floor, no.2 Rajarajan Street, Ekkatuthangal, Chennai,Tamil Nadu-600032. Address 2: Ground Floor, 12-13-829/18A Kimthi Colony, Tarnaka, Secunderabad, Hyderabad, Telangana-500017.
CIN	U74900KA2011PLC058639
GSTIN	Bangalore Registered Office :29AAPCS7846E1ZP Chennai Branch Office- 33AAPCS7846E1Z0 Telangana Branch Office- 36AAPCS7846E1ZU

NOTICE

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the Act) that the twelfth Annual General Meeting (AGM) of SERVICE CARE LIMITED (formerly known as Service Care Private Limited) (the Company) will be held on Saturday 16th September 2023 at 11:30 A.M (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') on to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and Auditors thereon.
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.

By order of the Board of Directors,
For **SERVICE CARE LIMITED**
(Formerly known as Service Care Private Limited)

SHANY JALAL
Managing Director
(DIN: 03488342)
Address: No. 402, Chitrakut Dham 2,
Byrasandra Main Road, Opp. Back Gate
of BTP, GM Palya Bangalore-560093.

Date: 17th August 2023

Place: Bangalore

Notes:

1. In compliance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 12th Annual General Meeting ("AGM") of the Company is being held through VC / OAVM without the physical presence of Members at a common venue. The deemed venue for the 12th AGM will be the Registered Office of the Company – No.653, 1st Floor, 2nd Main Road Domlur Layout NA Bangalore Bangalore-560071.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in respect of Directors seeking appointment/reappointment at this Annual General Meeting is annexed hereto.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC / OAVM, participate thereat, and cast their votes through e-voting.

In compliance with the aforesaid circulars issued by MCA and SEBI, Notice of the AGM alongwith the Annual Report for the Financial Year 2022 - 2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. No physical copies of the Annual Report will be sent to Members, except to those Members who have requested for physical copy of the Annual Report for FY 2022 – 23. Notice and Annual Report for the Financial Year 2022-2023 are also available on the website of the Company www.servicecare.in.

4. Institutional shareholders (i.e., investors other than individuals, HUF, NRI etc.) intending to appoint authorised representative to participate and/or vote through e-voting, are requested to send scanned copy of the certified true copy of Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to kiran@kdsh.co.in with a copy marked to evoting@cdsl.co.in and cs@servicecare.in.
5. The Members may join the AGM in the VC / OAVM mode fifteen minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
6. Members are requested to update their email address with Depository Participant/Company to enable us to send Annual Report and other communications electronically.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 09th September, 2023 to Saturday, 16th September, 2023 (both days inclusive)**.
9. Members desiring any additional information / clarification on the Financial Statements, or any other matter to be placed at the AGM are requested to send such requests at the earliest through email on cs@servicecare.in on or before 09th September, 2023. The same will be replied by the Company suitably at the AGM. The members should mention their name, demat account number/folio number, email id, mobile number while sending the email.
10. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
11. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
12. Members desiring inspection of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act during the AGM may send their request in writing to cs@servicecare.in by 09th September, 2023.
13. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.

E-Voting:

1. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means, through e-Voting Services provided by Central Depository Services Limited (CDSL).
2. The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on Wednesday, 13th September 2023 (9:00 am) (IST) and ends on, Friday 15th September, 2023 (5:00 pm) (IST). During this period Members of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date i.e, 09th September 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

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

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, 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</p>

	<p>https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting</p>

	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 Depository Participants (DP)	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- a) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form (existing user).

Steps for logging in.	1) The shareholders should log on to the e-voting website www.evotingindia.com . 2) Click on “Shareholders” module. 3) Now enter your User ID:
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	<p>a. For CDSL: 16 digits beneficiary ID,</p> <p>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</p> <p>4) Next enter the Image Verification as displayed and Click on Login.</p> <p>5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.</p>
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b) Please follow the steps provided below if you are a first-time user:

Steps for logging in	For Physical shareholders and other than individual shareholders holding shares in Demat.
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> <p>•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.</p>
Dividend Bank Details OR 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> <p>•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.</p>

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

d) 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.

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

f) Click on the EVSN for the resolution on which you choose to vote.

- g) 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.
- h) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- i) 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.
- j) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- k) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- l) 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.
- m) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS
–FOR REMOTE VOTING ONLY.**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login 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; kiran@kdsh.co.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/EGM.
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 7 days i.e, on or before 09th September 2023, by 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 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.

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/ EGM 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/EGM.
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 atleast 7 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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 or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

OTHER INSTRUCTIONS:

- Mr. Kiran B. Desai, Designated Partner, KDSH & Associates LLP, Company Secretaries, 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.
- 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 12th 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.
- 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.

- 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 BSE 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)
Address: No. 402, Chitrakut Dham 2,
Byrasandra Main Road, Opp. Back Gate
of BTP, GM Palya Bangalore-560093.

ANNEXURE TO NOTICE

Details of Directors whose re-appointment is proposed at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Anil Kumar Muraleedharan
Director Identification Number (DIN)	03488320
Date of Birth	29/03/1975
Date of first Appointment	13/05/2011
Qualification	Bachelor of Science Mathematics
Relationships between directors inter-se	Spouse of Mrs. Shany Jalal, the managing director of the company.
Expertise in specific functional Areas	He is primarily involved in the sales & marketing activities of the Company with the sound business sense during last almost 28 years.
List of other Public Companies in which Directorship	No.
Chairmanship*/ Membership of the Committees of Board (includes only Audit Committee and Stakeholders Relationship Committee) of other Indian Public Companies	Member of Audit Committee and Stakeholder Relationship Committee.
Attendance at the Board Meeting in the Financial Year 2022-2023	Meetings Conducted during the year: 10 Meetings attended during the year: 10
Details of remuneration	Rs. 6,00,000 per annum

No. of Shares held in the Company as on 17 th August 2023.	16,82,300 Equity shares.
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By order of the Board of Directors,
For **SERVICE CARE LIMITED**

SHANY JALAL
Managing Director
(DIN: 03488342)
Address: No. 402, Chitrakut Dham 2,
Byrasandra Main Road, Opp. Back Gate
of BTP, GM Palya Bangalore-560093.

Date: 17th August 2023

Place: Bangalore

Board's Report

To the Members of **SERVICE CARE LIMITED**
(Formerly known as Service Care Private Limited)

The Directors are pleased to present the Twelfth Annual Report together with the Audited Financial Statements for the year ended 31st March 2023.

1. FINANCIAL RESULTS:

('in lakhs)		
<i>Particulars</i>	<i>Financial year 2022- 23</i>	<i>Financial year 2021- 22</i>
Revenue from operations	15,900.07	11495.16
Other Income	12.20	6.22
Total Income	15,912.27	11501.38
Expenditure	15,481.14	11264.00
Profit before exceptional items and taxes	431.13	237.38
Exceptional Items	-	-
Profit before extraordinary items and taxes	431.13	237.38
Extraordinary items		
- The gratuity provision for prior years	14.37	-
- Depreciation for previous year is re-computed, due to change in useful life of few assets	-	(1.74)
Profit before tax	416.76	239.12
Income Taxes		
- Current		68.08
- Deferred	(21.25)	12.59
Profit for the year	438.01	158.45

Management Discussion and Analysis of Financial Conditions and State of Company Affairs

2. FINANCIAL PERFORMANCE:

Your Company's directors are pleased to inform you that, company has earned a profit of Rs. **438.01 lakhs** as compared to previous year's profit Rs. **158.45 lakhs**. Company has managed to increase the turnover from 15,900.07 lakhs to Rs. 11,495.16. This jump in profits is due to growing sales, better margin and getting tax concession under Section 80JJA of Income Tax Act, 1961.

Key Financial performance, Operational Information and Ratio Analysis

Key Ratio/Indicators	FY 2022-23	FY 2021-22	Explanation for change of 25% or more.
Trade Receivables Turnover Ratio	8.02	7.62	5%
Inventory Turnover times	-	-	
Current Ratio	1.55	1.30	20%
Debt Equity Ratio	0.24	0.53	-54% The debt equity ratio is improved due to infusion of share capital at premium.
Return on equity Ratio	0.34	0.25	39% The PAT has improved due to infusion of capital and efficiency of operations.
Return on Investment	52%	15845%	The return on capital has reduced for the year owing to the fact of issue of bonus shares which has diluted the number of outstanding shares in the company.

3. LEGAL AND REGULATORY:

Compliance with laws and regulations is an essential part of your Company's business operations. We are subject to laws and regulations in diverse areas as product safety, product claims, competition, employee health and safety, the environment, corporate governance, listing and disclosure, employment and taxes. Frequent changes in legal and regulatory regime and introduction of newer regulations with multiple authorities regulating same areas lead to complexity in compliance. We closely monitor and review our practices to ensure that we remain compliant with relevant laws and legal obligations.

4. OPERATIONAL PERFORMANCE:

During the fiscal year 2022-23, we have served big brands such as Larsen & Toubro Limited, State Bank of India, Omega Healthcare Management Service Private Limited, Ashok Leyland Limited.

To support this growth, we are further looking forward to offering enhanced property management services, pest control services, civil project services, catering services. These are the developing market and we are strengthening our services to these markets.

We are regularly having follow ups from customers, to know about the satisfaction regarding the Service care services, we are having feedback activity also, through which we are improving our services to tackle the practical concerns.

5. SYSTEMS AND INFORMATION:

Your Company's operations are increasingly dependent on IT systems and the management of information. Increasing digital interactions with customers, suppliers and consumers place even greater emphasis on the need for secure and reliable IT systems and infrastructure, and careful management of the information that is in our possession.

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

6. DIVIDEND:

Considering future growth projects of the company, the board has decided not to declare any dividend to the shareholders for the financial year 2022-23.

7. SHARE CAPITAL:

The Authorised Share Capital was increased from Rs.1,50,00,000 to Rs. 11,50,00,000 during the year under review.

The issued share capital of the company as on 31st March, 2023 was Rs, 8,41,25,000 (Rupees Eight Crore Forty-one lakhs and twenty-five thousand only).

During the year under review, the company has allotted 2500 Equity shares at a face value of Rs. 10 each on Right issue basis.

Further, we have issued bonus shares of total 84,00,000 at a face value of Rs. 10 each.

8. MATERIAL CHANGES:

Our Company was incorporated under the class of Private Company on 13th May 2011 under Companies Act 1956. Acknowledging the growth opportunities and in need of raising finance for the same, the company on 27th March 2023 has passed special resolution approving conversion from private company to public company and on 18th April 2023 has successfully converted the status from Private Company to Public Company.

Further company planned to expand its capital base, so on 19th April 2023, the Board of Directors proposed to issue and list the shares of the Company on National Stock Exchange Limited (NSE)- SME Platform. On 20th April 2023, the members of the company had passed a resolution and agreed with Board of Directors to list the securities. The company then commenced with issue process and took necessary steps like appointing lead merchant banker, share transfer agent, market maker etc. All the material contracts, material documents along with final prospectus copy has been filed with the Registrar of Companies Karnataka vide E-form GNL-2 on 20th July 2023 and also physical copies of same has been submitted.

On 26th July 2023 successfully got listed on the SME platform of National Stock Exchange Limited (NSE)- NSE Emerge. The company had made a fresh issue up to 30,86,000 Equity shares which were oversubscribed by 6.5 times.

The Company expresses immense gratitude to all parties to issue for making this an affluent issue.

9. TRANSFER TO GENERAL RESERVE:

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

10. PUBLIC DEPOSITS:

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

11. SIGNIFICANT AND MATERIAL ORDERS:

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

12. COMPLIANCE WITH SECRETARIAL STANDARDS:

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

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

As on 31st March 2023, the Company does not have any Holding, Subsidiary, Associate or Joint Ventures.

14. RELATED PARTY TRANSACTION:

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

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

15. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS.

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

16. BOARD MEETINGS:

The Board has met 10 times during the financial year 2022-23.

Sl No	Dates	Number of Directors Present
1	08.06.2022	2
2	02.09.2022	2
3	12.12.2022	2
4	04.01.2023	2
5	30.01.2023	2
6	23.02.2023	2
7	03.03.2013	2
8	13.03.2023	2
9	18.03.2023	3
10	23.03.2023	3

17. ADEQUACY OF INTERNAL CONTROLS SYSTEM AND THEIR COMPLIANCE:

During the year, the Company has reviewed its Internal Financial Control systems and has continually contributed to the establishment of a more robust and effective internal financial control framework. The control criteria ensure the orderly and efficient conduct of the Company's business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the Company has an adequate Internal Financial Controls system that is operating effectively as of 31st March 2023.

There were no instances of fraud which necessitated reporting of material misstatements to the Company's operations.

There has been no communication from regulatory agencies concerning non-compliance with or deficiencies in financial reporting practices.

18. AUDITORS:

Statutory Auditors:

Pursuant to Section 139 of the Act read with applicable rules framed thereunder, M/s. S Bhat and Associates, Chartered Accountants, having firm registration No. 014925S as Statutory Auditors of the Company for the period of 5 years from the conclusion of 10th annual general meeting till conclusion of 15th Annual general meeting.

The Ministry of Corporate Affairs vide Notification dated 7th May 2018 notified several Sections of the Companies (Amendment) Act, 2017. In view of the said notification, the requirement of ratification of appointment of auditors, under Section 139 of the Act at each AGM is no longer required. Hence, the resolution for this item is not being included in the Notice to the AGM.

Appointment of Secretarial Auditor and Internal Auditor is applicable for the financial year 2023-24.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, Cost Audit is not applicable to the Company. Hence appointment of Cost Auditor is not required.

19. SECRETARIAL AUDIT:

Secretarial Audit for the financial year 2022-23 is not applicable.

However due to virtue of listing, provisions of Section 204 of Companies Act, 2013 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 becomes applicable for the financial year 2023-24.

20. RESERVATION AND QUALIFICATION ON AUDITOR'S REPORT:

The Auditors' Report on the financial statements of the Company for the financial year ended 31st March 2023 does not contain any qualifications, reservations, adverse remarks or disclaimers. The Auditor's Report is enclosed with the financial statements forming part of the Annual Report.

Secretarial audit was not applicable for the financial year 2022-23.

21. REPORTING OF FRAUD:

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

22. RISK MANAGEMENT:

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are considered while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, access and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company’s human, physical and financial assets.

23. APPLICATION MADE UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

The Company has not initiated any proceedings under Insolvency Bankruptcy Code 2016 during the financial year 2022-2023.

24. VALUATION:

The Company during the financial year 2022-2023 has not undertaken any valuation under Section 247 of Companies Act, 2013.

25. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE:

Company has zero tolerance for sexual harassment at work place and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The Policy aims to provide protection to employees at work place and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

26. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in the prescribed form i.e., Form MGT-9 is annexed herewith which forms part of this Report as Annexure-3.

The Annual Return is available in the Company website www.servicecare.in

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

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

B. Technology Absorption:

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

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

Total Foreign Exchange Earnings 2022-23	in	Total Foreign Exchange outflow 2022-23	Total Foreign Exchange Earnings 2021-22	in	Total Foreign Exchange outflow 2021-22
NIL		NIL	NIL		NIL

28. DIRECTOR'S RESPONSIBILITY STATEMENT

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

- i. In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the of the company at the end of the financial year and of the Profit/loss of the Company for that period;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors had prepared the annual accounts on a 'going concern basis';

- v. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. BOARD EVALUATION

The Company is led by a diverse, experienced and competent Board. The performance evaluation of the the individual members of the Board (including the Chairman) for financial year 2022-23, was carried out internally. This was based on a structured questionnaire which cover various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Member's strengths and contribution, execution and performance of specific duties, obligations and governance and feedback from each Director.

30. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSON:

Mr. Amit Kumar Rakhecha, was appointed as director of the company with effect from 19th March, 2023.

As on the current date the Composition of the Board is as follows:

Sl No.	Name of the Director/KMP	Designation	Date of Appointment
1.	Mrs. Shany Jalal	Managing Director	13/05/2011
2.	Mr. Anil Kumar Muraleedharan	Director	13/05/2011
3.	Mr. Amit Kumar Rakhecha	Director & Chief Financial Officer	19/04/2023 & 27/03/2023 respectively.
4.	Mrs. Pushpy B Muricken	Independent Director	19/04/2023
5.	Mr. Bharath Kumar Jain	Independent Director	26/04/2023
6.	Mr. Ashok Ajay Kumar Bantia	Independent Director	19/04/2023
7.	Mrs. Sharvari Sham Kulkarni	Company Secretary	19/04/2023

31. FORMATION OF COMMITTEE:

For the financial year 2022-23, your company was not required to form committee, but due to virtue of listing on the stock exchange, company in accordance with Section 177 and Section 178 of Companies Act, 2013 read along with Regulation 18, 19 and 20 of SEBI LODR Regulations 2015 has constituted the following committee:

S l N o .	Name of the Committee	Chairperson	Member 1	Member 2
1	Audit Committee	Bharath Kumar Jain	Ashok Ajay Kumar Bantia	Anil Kumar Muraleedharan
2	Nomination and Remuneration Committee	Bharath Kumar Jain	Ashok Ajay Kumar Bantia	Pushpy B Muricken
3	Stakeholders Relationship Committee	Pushpy B Muricken	Shany Jalal	Anil Kumar Muraleedharan

The Secretary of Audit Committee is Mrs. Sharvari Sham Kulkarni- Company Secretary.

32. DECLARATION BY INDEPENDENT DIRECTORS:

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 for the financial year 2022-23.

However, Independent directors were appointed after the closure of the financial year and declaration under Section 149(6) and necessary consents were received by the company.

33. OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE OF INDEPENDENT DIRECTORS:

A statement regarding opinion of the Board with regard to integrity, expertise and experience was not applicable during the year under review, however, by virtue of listing company has appointed the Independent directors after the closure and hence we are providing the following in accordance with Rule 8 Companies (Accounts) Rules, 2014.

Your Company has appointed the following members as Independent Directors:

- a) Mr. Bharath Kumar Jain was appointed as independent director on 26th April, 2023. A Chartered Accountant by profession and has total of 6 years of experience. He looks after all Management related functions of the Company.
- b) Mr. Ashok Kumar Jain was appointed as Independent Director on 19th April, 2023. A Company Secretary by Profession and has a total of 12 years of experience. The areas of expertise are in ensuring good corporate governance and various compliances.

- c) Mrs. Pushpy B Muricken was appointed as Independent Director on 19th April 2023. A cost Accountant by profession and has a total of 20 years of experience. The areas of expertise are in management and financial terms to improve business decisions and financial plans.

34. REMUNERATION POLICY:

The Company, was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 for the financial year 2022-23.

On virtue of getting listed on the stock exchange on 26th July, 2023, the Company has formed Nomination and Remuneration Committee. The details are annexed as **Annexure-1**.

35. VIGIL MECHANISM:

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

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

36. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of the Companies Act, 2013 relating to Corporate Social Responsibility were not applicable to the Company for the FY 2022-23.

37. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:

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

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

The Company's philosophy on the Code of Governance is that the Company should follow contemporary corporate practices and the guiding principle of the Code of Governance of the Company is Harmony i.e.:

- (a) Balancing need for transparency with the need to protect the interests of the Company;
- (b) Balancing the need for empowerment at all levels with the need for accountability; and

(c) Interaction with all stakeholders including shareholders, employees, lenders and regulatory authorities.

38. APPRECIATION:

Your Directors take this opportunity to thank the employees, customers, Vendors, investors, and banks for their valuable support to the company during the year.

Place: Bangalore
Date: 17th August 2023

For and behalf of the Board of Directors

SHANY JALAL

Managing Director and
Chairperson
DIN:03488342

**ANIL KUMAR
MURALEEDHARAN**

Director
DIN: 03488320

Annexure-1

Nomination and Remuneration Policy

Regulatory Framework

I. Section 178 of the Companies Act, 2013

- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- The Nomination and Remuneration Committee shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy as aforesaid shall ensure that:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (b) relationship of remuneration to performance is clear and meet appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

II. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Schedule II Part D of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that role of Nomination and Remuneration Committee shall, inter alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an

independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. uses the services of an external agencies, if required;
 - b. considers candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. considers the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - Devising a policy on diversity of board of directors;
 - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - Recommend to the board, all remuneration, in whatever form, payable to senior management.
 - Such other functions/duties as may be entrusted by the Board from time to time.
 - The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Functions of Nomination and Remuneration Committee:

The NRC shall, inter-alia, perform the following functions:

- Identify persons who are qualified to become Directors in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- Determine the criteria for selection, attributes and broad parameters for appointment of KMPs, evaluation and measurement of performance of KMPs and to recommend appointments of KMPs to the Board.
- Determine the criteria for selection, compensation structure, evaluation and measurement of performance of Senior Management Personnel.
- Ensure that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors and also the Independent Directors;
- Devise framework to ensure that Directors are inducted through suitable familiarization process covering their roles, responsibility and liability;

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

1. Ratio of the remuneration of directors to the median remuneration of the employees of the Company for the financial year ended on March 31, 2023.

Remuneration paid to:

Director	Remuneration	Ratio to Median (No. of times to Median Salary)
Shany Jalal (Managing Director)	24 Lakhs	24.54 times
Anil Kumar M (Executive Director)	6 Lakhs	6.13 times
Amit Kumar	Nil	Nil

2. Percentage of Increase in remuneration of each director, CFO, CEO, CS or Manager- Not applicable.

3. Percentage increase in the median remuneration of employees in the financial year: Not applicable

4. Number of permanent employees on the rolls of company: 5776

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL.

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

Place: Bangalore
Date: 17th August 2023

For and behalf of the Board of Directors

SHANY JALAL

Managing Director and
Chairperson
DIN:03488342

**ANIL KUMAR
MURALEEDHARAN**

Director
DIN: 03488320

Annexure-2**FORM NO. AOC -2****[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]**

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

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

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

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

Name of the related party and nature of relationship	Prosol IT Firm under same management
Nature of contracts/arrangements/transactions	Sales Purchase of Asset

Duration of the contracts/arrangements/ transactions	On going
Salient terms of the contracts or arrangements or transactions including the value, if any	
Date of approval by the Board, if any	NA
Amount paid as advances, if any	-
Date on which the special resolution was passed in general meeting as required under proviso to section 188	NA

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

Name of the related party and nature of relationship	Anisha Enterprises Firm under same management
Nature of contracts/ arrangements/transactions	Purchase of materials Service Reimbursement Expense
Duration of the contracts/arrangements/ transactions	On going
Salient terms of the contracts or arrangements or transactions including the value, if any	
Date of approval by the Board, if any	NA
Amount paid as advances, if any	-

Date on which the special resolution was passed in general meeting as required under proviso to section 188	NA
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All the transactions entered are under Arm's length price.

Place: Bangalore
Date: 17th August 2023

For and behalf of the Board of Directors

SHANY JALAL

Managing Director
and Chairperson
DIN:03488342

**ANIL KUMAR
MURALEEDHARAN**

Director
DIN: 03488320

INDEPENDENT AUDITORS' REPORT

To the Members of Service Care Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Service Care Limited (Formerly known as "Service Care Private Limited") ("the Company"), which comprise the Balance Sheet as at 31st March 2023, and the statement of Profit and Loss for the year ended, Cash flow for the year ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity Accounting Standard with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, profit and cash flow for the period ended on that date.

Basis for Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that in our professional judgment were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company for the period ended 31st March 2023.

Information Other than the financial Statements and Auditor's Report There on

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that,

individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements:

1. Reporting under the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is applicable. We give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - C. The Balance Sheet, the Statement of Profit and Loss statement, cashflow statement dealt with by this Report are in agreement with the books of account.
 - D. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - E. On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - F. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report

in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

G. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. We have been informed by the management that there are no pending litigations, which would impact its financial positions.

ii. The Company has made provision, as required under applicable accounting standard or law for material foreseeable losses on any long-term contracts including derivative contracts.

iii. The company is not under the any requirement to transfer amounts, to the Investor Education and Protection Fund, as required by the Act.

iv.

a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the

representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- v. The company has not declared or paid any dividend during the period in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

for S Bhat & Associates,

Chartered Accountants

ICAI Firm's registration Number: 014925S

Shrinivas Bhat

Partner

ICAI Membership No. 228143

UDIN: 23228143BGQODG1990

Peer Review No.015374

Place: Bangalore

Date: 8th August 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

The annexures referred to in Independent Auditor’s Report to the members of the company on the financial statements for the period ended 31st March 2023, we report that:

1. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - a.
 - i. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - ii. Based on our examination of the financial statement, we report that, the Company does not own any intangible property as on 31st March 2023.
 - b. The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. Based on our examination of the financial statement, we report that, the Company does not own any immovable property as on 31st March 2023.
 - d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the period.
 - e. No proceedings have been initiated during the period or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2.
 - a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No discrepancies were noticed on verification between the physical stock and book records that were 10% or more in aggregate for each class of inventory.
 - b. The company has not been sanctioned working capital limits in excess of five crore rupees any time during the year ended 31st March 2023. Hence, we are not under the requirement to report under clause 3(2)(b) of the Order.
3. The Company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the period, in respect of which:

- a. The company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the period, and hence reporting under clause 3(3)(a), (b), (c), (d), and (e) of the order is not applicable.
 - b. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the period. Hence, reporting under clause 3(3)(f) is not applicable. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
4. According to the information and explanation given to us, Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in registered maintained under section 185 and 186 of the Act 2013, Consequently clause 3(4) the order is not applicable.
 5. The company has not accepted the deposits from the public. Consequently, clause 3(5) of the order is not applicable.
 6. According to the information and explanation given to us, for the activities carried out by the company Central govt has not prescribed the maintenance of cost records, under section 148(1) of the Act as per the companies (cost records and audit) Rules, 2014. Consequently, clause 3(6) of the order is not applicable.
 7.
 - a. As per the information and explanation given to us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March 2023 for a period of more than six months from the date they became payable.
 - c. There were no disputed statutory dues pending on 31st March 2023.

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9.

- a. The Company has not defaulted in repayment of any loans or other borrowings from any lender. Hence reporting under clause 3(9)(a) of the Order is not applicable.
- b. The Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the period and there are no outstanding term loans at the beginning of the period and hence, reporting under clause 3(9)(c) of the Order is not applicable.
- d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the period for long-term purposes by the Company.
- e. On an overall examination of the financial statements of the Company, the Company does not have any subsidiary or joint venture, hence, reporting under 3(9)(e) is not applicable.
- f. The Company does not have any subsidiary or joint venture, hence, reporting under 3(9)(f) is not applicable.

10.

- a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(10)(a) of the Order is not applicable.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(10)(b) of the Order is not applicable.

11.

- a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the period.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the period and up to the date of this report.
- c. Since the company is not under any requirement to form whistle committee and whistle blower policy. Hence, reporting under, 3(11)(c) is not applicable.

12. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company. Accordingly, clause 3(12) of the order is not applicable.
13. As per the information and explanation given to us, and on the basis of the records of the company, transactions with related parties are in accordance with the section 188 of the companies act wherever applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.
14. The company is not under the requirement to appoint an internal auditor under the provisions of the Companies Act, 2013, the reporting under 3(14) is not applicable.
15. As per the information and explanation given to us and on the basis of the records of the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16.
 - a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(16)(a), (b) and (c) of the Order is not applicable.
 - b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(16)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the period covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither

give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. The company is not under the requirement to spend 2% of the average net profit of last three years as CSR. Hence, reporting under 3(20) is not applicable.
21. The company does not have subsidiary or joint venture as on the period ended, March 31, 2023, the reporting under 3(21) is not applicable.

for S Bhat & Associates,

Chartered Accountants

ICAI Firm's registration Number: 014925S

Shrinivas Bhat

Partner

ICAI Membership No. 228143

UDIN: 23228143BGQODG1990

Peer Review No.015374

Place: Bangalore

Date: 8th August 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Service Care Private Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of Service Care Limited (Formerly known as “Service Care Private Limited”) (the “Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our

audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

for S Bhat & Associates,

Chartered Accountants

ICAI Firm's registration Number: 014925S

Shrinivas Bhat

Partner

ICAI Membership No. 228143

UDIN: 23228143BGQODG1990

Peer Review No.015374

Place: Bangalore

Date: 8th August 2023

Service Care Limited
(Formerly Known as "Service Care Private Limited")
No.653, 1st Floor, 2nd Main Road, Domlur Layout, Bangalore - 560 071
CIN-U74900KA2011PLC058639 Mail ID-compliance@servicecare.in

Balance Sheet

Particulars	Note No.	Year ended on	
		31st March 2023	31st March 2022
		(₹ in lakhs)	(₹ in lakhs)
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	841.25	1.00
(b) Reserves and surplus	4	438.54	640.79
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other long term liabilities		-	-
(d) Long term provisions	5	18.11	-
(4) Current liabilities			
(a) Short-term borrowings	6	311.63	341.47
(b) Trade payables	7	5.31	12.16
(c) Other current liabilities	8	1,102.95	807.73
(d) Short-term provisions	9	653.42	622.87
TOTAL		3,371.21	2,426.02

II. ASSETS

(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	21.53	32.55
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)	11	33.45	12.20
(d) Long term loans and advances		-	-
(e) Other non-current assets	12	92.29	64.49
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	13	0.12	-
(c) Trade receivables	14	2,263.27	1,700.46
(d) Cash and cash equivalents	15	794.14	306.11
(e) Short-term loans and advances		-	-
(f) Other current assets	16	166.40	310.20
TOTAL		3,371.21	2,426.02

Significant Accounting Policies and Notes on accounts form an integral part of these Financial Statements.

#NAME?

As per our report of even date
for S Bhat & Associates
Chartered Accountants
Firm registration Number: 014925S

for Service Care Limited

Shrinivas Bhat
Partner
ICAI Membership Number: 228143
UDIN:23228143BGQODG1990
Peer Review No.015374

Anil Kumar Muraaleedharan
Director
DIN: 03488320

Shany Jalal
Managing Director
DIN: 03488342

Amit Kumar Rakhecha
CFO and Director

Sharvari Sham Kulkarni
Company Secretary

Date :08.08.2023
Place: Bangalore

Date : 08.08.2023
Place: Bangalore

Statement of Profit and Loss

Particulars	Note No	Year ended	
		31st March, 2023	31st March, 2022
		(Audited)	(Audited)
		(₹ in lakhs)	(₹ in lakhs)
I. Revenue from operations	17	15,900.07	11,495.16
II. Other income	18	12.20	6.22
III. Total revenue (I + II)		15,912.27	11,501.38
IV. Expenses			
(a) Cost of materials consumed		-	-
(b) Purchases of stock-in-trade	19	121.63	127.50
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20	(0.12)	-
(d) Employee benefits expenses	21	15,210.29	11,029.78
(e) Finance costs	22	20.52	10.70
(f) Depreciation and amortisation expenses	10	4.38	0.72
(g) Other expenses	23	124.43	95.29
Total expenses		15,481.14	11,264.00
V. Profit before extraordinary and exceptional items and tax (III-IV)		431.13	237.38
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V-VI)		431.13	237.38
VIII. Extraordinary items			
a) The gratuity provision for the prior years	21	14.37	-
b) Depreciation for previous year is re-computed, due to change in useful life of few assets		-	(1.74)
IX. Profit before tax (VII-VIII)		416.76	239.12
X. Tax expense:			
(1) Current tax		-	68.08
(2) Deferred tax	11	(21.25)	12.59
XI. Profit /(Loss) for the period from continuing operations (IX-X)		438.01	158.45
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit /(Loss) for the period (XI+XIV)		438.01	158.45
XVI. Earnings per equity share:	24		
(1) Basic in Rs.		5.21	1.88
(2) Diluted in Rs.		5.21	1.88

Significant Accounting Policies and Notes on accounts form an integral part of these Financial Statements.

As per our report of even date
for S Bhat & Associates
Chartered Accountants
Firm registration Number: 014925S

for Service Care Limited

Shrinivas Bhat
Partner
ICAI Membership Number: 228143
UDIN:23228143BGQODG1990
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Anil Kumar Muraleedharan
Director
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Managing Director
DIN: 03488342

Amit Kumar Rakhecha
CFO and Director

Sharvari Sham Kulkarni
Company Secretary

Date :08.08.2023
Place: Bangalore

Date : 08.08.2023
Place: Bangalore

Service Care Limited
(Formerly Known as "Service Care Private Limited")

No.653, 1st Floor, 2nd Main Road, Domlur Layout, Bangalore - 560 071
CIN-U74900KA2011PLC058639 Mail ID-compliance@servicecare.in

Cash Flow Statement

Particulars	31st March 2023		31st March 2022	
	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)	(₹ in lakhs)
(i) Cash flow from operating activities				
Net Profit		438.01		158.45
Add : Depreciation expenses	4.38		(1.02)	
Add : Provision for tax	-		68.08	
Add : Loss on sale of asset	4.82		-	
Add : Provision for doubtful debt	57.15		-	
Add: Provision for gratuity	8.54		2.53	
Add : Deferred tax	(21.25)		12.59	
Less : Unbilled revenue	(445.75)		(349.57)	
		(392.11)		(267.38)
Less : Increase in current assets & decrease in current liabilities				
(Increase)/Decrease in Trade payable	6.85		0.89	
(Increase)/Decrease in Short-term borrowings	29.84		(26.91)	
Increase/(Decrease) in Trade receivable	174.22		33.41	
Increase/(Decrease) in Other non-current assets	27.79		11.89	
Increase/(Decrease) in Inventory	0.12		-	
		238.82		19.27
Add : Decrease in current assets & increase in current liabilities				
(Increase)/Decrease in Other current assets	143.80		17.58	
Increase/(Decrease) in Short-term provision	22.00		388.55	
(Increase)/Decrease in Other current liabilities	295.22		(249.31)	
Increase/(Decrease) in Long-term provision	18.11		-	
		479.13		156.82
Net Increase in operating activities		286.21		28.61
(ii) Cash flow from investing activities				
Additions in Fixed assets	(14.88)		(20.67)	
Deletions in Fixed assets	16.70		-	
Net cash flow from investing activities		1.82		(20.67)
(iii) Cash flow from financing activities				
Net proceeds from share issues	200.00		-	
Net cash flow from financing activities		200.00		-
Net increase in cash		488.03		7.95
Opening cash balance		306.11		298.17
Closing cash and bank balance		794.14		306.11

As per our report of even date
for S Bhat & Associates
Chartered Accountants
Firm registration Number: 014925S

for Service Care Limited

Shrinivas Bhat
Partner
ICAI Membership Number: 228143
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Sharvari Sham Kulkarni
Company Secretary

Date :08.08.2023
Place: Bangalore

Date : 08.08.2023
Place: Bangalore

Service Care Limited
(Formerly Known as "Service Care Private Limited")
No.653, 1st Floor, 2nd Main Road, Domlur Layout, Bangalore - 560 071
Notes to the Financial Statements

1 Background

Service Care Limited (Formerly known as "Service Care Private Limited") (the Company) was originally incorporated as private limited company on 13th May, 2011 under provisions of the Companies Act, 1956 and then converted into public company, vide approval given by Central Government and ROC, Bangalore, w.e.f. 18th April 2023 and then company had made the public offer of its equity shares and listed on SME platform of NSE Limited (NSE EMERGE), on 26th July 2023. The Company has its registered office at No.653, 1st Floor, 2nd Main Road, Domlur Layout, Bangalore - 560 071, Karnataka, India. The company is engaged, mainly in the business of business of workforce administration and management including workspace management service.

2 Summary of significant accounting policies

2.01 Basis of preparation

The financial statements have been prepared and presented under the historic cost convention on accrual basis of accounting, in accordance with generally accepted accounting principles ("GAAP") applicable in India. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') and pronouncements of the Institute of Chartered Accountants of India, the provisions of the Act (to the extent notified).

2.02 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles, that requires the management of the company to make estimates and assumptions, that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. The significant estimates used by the management in the preparation of these financial statements include estimation of the economic lives of fixed assets and provision for employee benefits. Any revision to accounting estimates is recognised prospectively in the current and future periods.

2.03 Revenue recognition

Sale of goods: Revenue is recognized at the time of transfer of significant risks and rewards of ownership to the buyer and Invoices raised and exclude the amount collected towards indirect tax.;

Sale of service: Revenue is recognized as and when services are rendered and related costs are incurred in accordance with terms and conditions of the agreement entered into by the company with its customers and exclude the amount collected towards indirect tax.

Interest on bank deposits: Interest on bank deposits is recognised on the time proportion method, using the underlying interest rates.

2.04 Property, Plant and Equipment (PPE)

Property, Plant and Equipment assets are stated at cost less accumulated depreciation and impairment losses. The cost of Property, Plant and Equipment assets comprises its purchase price and any other cost attributable to bringing such assets to its working condition and intended use.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant and Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Borrowing costs directly attributable to acquisition of those assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

2.05 Depreciation

Depreciation is provided on a pro-rata basis on straight line method over the estimated useful lives of the assets, based on technical evaluation done by management taking into account the nature of the assets, their estimated period of use and the operating conditions. The depreciation charge for each period is recognised in the Statement of Profit and Loss. The useful life, residual value and the depreciation method are reviewed at least at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate. The estimates of useful lives of tangible assets are as follows :

The management's assessment of the useful life of the assets and the depreciation rates are as follows:

Asset category	Estimated useful life (years)
Furniture	10
Computer	3
Office Equipment's	5
Vehicles	8

Assets costing Rs. 5,000 or less are fully depreciated in the year of purchase.

2.06 Software cost

The cost incurred in acquiring application software for use in operation and administration of the Company are capitalised in the year of acquisition. Subscriptions to software are treated as revenue expenses as the economic life of such software does not exceed one year.

2.07 Intangible Assets

Intangible assets acquired or developed internally are initially measured at cost.

The cost of an acquired intangible asset comprises its purchase price, import duties, and non-refundable purchase taxes, after deducting trade discounts and rebates, and any directly attributable cost of preparing the asset for its intended use. Subsequent expenditure on intangible assets is capitalized only if it is probable that it will increase the future economic benefits associated with the specific asset. Other expenditure is recognized in profit or loss as incurred.

The cost of an internally generated intangible asset comprises all expenditure that can be directly attributed, or allocated on a reasonable and consistent basis, to creating, producing and making the asset ready for its intended use.

After initial recognition, intangible assets are measured at cost less accumulated amortization and impairment losses, if any.

Intangible assets are amortized on a straight-line basis over their estimated useful lives, which do not exceed the contractual period, if any.

2.08 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount, subject to a maximum of depreciated historical cost.

2.09 Inventories

Inventories are valued at lower of cost (net of CENVAT) and net realizable value. The costs are, in general, ascertained under first in first out (FIFO) method.

2.10 Foreign currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of such transactions. Foreign-currency denominated monetary assets and liabilities are translated into the relevant Indian currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are recognized in Statement of Profit and Loss.

2.11 Employee benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits, which includes benefits like salaries, short term compensated absences, performance incentives, etc. and are recognized as expense in the period in which the employee renders the related service.

Provident Fund:

Contribution towards provident fund for employees is deposited to the Employee Provident Fund Organization,(the EFPO). Such benefits are classified as Defined Contribution Scheme as the Company does not carry any further obligations, apart from the contributions deposited on a monthly basis to EFPO.

Gratuity:

The cost of providing benefits is determined using the Projected Unit Credit Method, with the actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the profit and loss account for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortized on a straight-line basis over the average period until the benefit becomes vested. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

The retiral benefits on account of gratuity arising on manpower supply contracts are reimbursable under the contract and the liability is explicitly undertaken by the respective contractor. Hence, the provision for this benefit has not been provided for those employees, who are under the relevant contracts.

Leave Encashment:

The retiral benefits on account of leave encashment arising on manpower supply contracts are reimbursable under the contract and the liability is explicitly undertaken by the respective contractor. Hence, the provision for this benefit has not been provided for those employees, who are under the relevant contracts.

In respect of employees not covered by the contracts, currently, company has the policy of mandatory encashment of outstanding unutilised leaves on completion of every calendar year. Hence, leave encashment liability is provided on basis of unutilised leave balance computed as at the end of financial year corresponding to such eligible employees as per company policy.

2.12 Operating leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account with reference to lease terms & other obligations.

2.13 Taxes on income

Current Tax

Income tax is determined as the amount of income tax payable under Indian Income Tax Act, 1961 in respect of taxable income for the period.

Deferred tax

Deferred tax liabilities are recognised, on timing differences, being the timing differences between taxable income and accounting income that originate in one period and are capable of being reversed in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in the future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.

2.14 Earnings per share

Basic EPS: Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS: For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares

2.15 Provisions and Contingent liabilities

The Company creates a provision, when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation that may, but probably will not, require an outflow of resources. The management is of the opinion that no provision for the contingent liabilities is necessary.

Provision for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of obligating event, based on a reliable estimate of such obligation.

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Notes to the Financial Statement

Note No.	31st March 2023			31st March 2022		
3	Share capital	Number	(₹ in lakhs)	Number	(₹ in lakhs)	
3.01	Authorized shares					
	Equity Shares of Rs.10/- each	11,500,000	1,150.00	1,500,000	150.00	
		11,500,000	1,150.00	1,500,000	150.00	
3.02	Issued, subscribed and fully paid-up shares					
	Equity Shares of Rs.10/- each	8,412,500	841.25	10,000	1.00	
		8,412,500	841.25	10,000	1.00	
		-		-		
3.03	Reconciliation of number of shares	Equity shares		Equity shares		
	Equity Shares of Rs.10/- each	Number	Paid up value (₹ in lakhs)	No. of shares	Paid up value (₹ in lakhs)	
	Balance as at the beginning of the year	10,000	1.00	10,000	1.00	
	Add: Issued during the year					
	- To Mr. Amit Kumar Rakhecha, while board resolution dated 12th December 2022 at the issue price of Rs. 8,000 per share.	2,500	0.25	-	-	
	- Bonus shares to it's share holders on 23rd February 2023 in the ratio of 672 shares for every 1 share held.	8,400,000	840.00	-	-	
	Balance as at the end of the year	8,412,500	841.25	10,000	1.00	
3.04	Rights, preferences and restrictions attached to share					
	The Company has only one class of equity shares having a face value of INR. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.					
3.05	Shares held by holding company and subsidiary of holding company Equity Shares: NIL					
3.06	Shareholders holding more than 5% of the shares					
	Equity Shares of Rs.10/- each	No. of shares	% of holding	No. of shares	% of holding	
	Shany Jalal	5,047,500	60.000%	7,500	75.000%	
	Anil Kumar Muraleedharan	1,682,300	19.998%	2,500	25.000%	
	Amit Kumar Rakhecha	1,682,300	19.998%	-	-	
		8,412,100	99.995%	10,000	100.000%	
				-		
3.07	Details of shareholding of promoters:					
	Promoter Name	No. of shares	% of holding	% of change during the year	No. of shares	% of holding
	Shany Jalal	5,047,500	60.00%	-15%	7,500	75.00%
	Anil Kumar Muraleedharan	1,682,300	20.00%	-5%	2,500	25.00%
	Amit Kumar Rakhecha	1,682,300	20.00%	20%	-	0.00%
	(Mr. Anil Kumar Muraleedharan and Mr. Amit Kumar Rakhecha both transferred 200 shares of Rs. 10 each held by them to Anuroop S, Bhawna Rakhecha, Sushila Devi Rakhecha and Shamee S on 22nd March 2023)					
		8,412,100	100.00%		10,000	100.00%

Notes to the Financial Statement

Note No.	31.03.2023 (₹ in lakhs)	31.03.2022 (₹ in lakhs)
4 Reserves and surplus		
4.01 Surplus/(deficit) in statement of profit and loss		
Balance at the beginning of the year	640.79	482.34
Add: Profit/(Loss) for the year	438.01	158.45
Less: Issue of bonus shares	640.25	-
Balance at the end of the year	438.54	640.79
4.02 Other reserves		
i) Securities premium reserve		
Balance at the beginning of the year	-	-
Add: Issue of equity shares	199.75	-
Less: Issue of bonus Shares	199.75	-
	-	-
Total	438.54	640.79
5 Long-term provisions		
5.01 Provision for employee benefit		
(i) Provision for gratuity	18.11	-
	18.11	-
6 Short-term borrowings		
6.01 Secured		
(i) Loan repayable on demand		
(a) From banks *	311.63	341.47
	311.63	341.47
<p>* An overdraft facility has been availed from M/s. IndusInd Bank Limited to an extent of Rs. 4.10 crores, secured against the book debts and receivables of the company and personal assets of the directors as secondary collateral. The overdraft is repayable on demand and carries an interest of 9.50% on the outstanding dues. The facility was sanctioned with the condition that, the 25% of the working capital need shall be borne by the company.</p>		
7 Trade payables		
(i) Outstanding dues of MSMEs	2.21	6.57
(ii) Outstanding dues of creditors other than MSMEs	3.10	5.60
	5.31	12.16
<p>As per the records and information available with the company, the enterprises/ vendors who have disclosed their registration under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 have been considered while disclosing the above information.</p>		
8 Other current liabilities		
(i) Salary payable	1,102.95	797.84
(ii) Other payables	-	9.89
	1,102.95	807.73
9 Short-term provisions		
9.01 Provision for statutory liabilities		
(i) GST payable	279.23	279.00
(ii) TDS payable	10.76	9.07
(iii) PF payable	168.08	137.54
(iv) ESI payable	6.53	5.85
(v) PT payable	14.61	12.02
(vi) Provision for Tax	0*	68.08
<p>* The company has claimed the deduction under section 80JJAA of the Income Tax Act, 1961 ("The Act") for the period ended 31st March 2023, up to its gross total income as computed and allowed under The Act. The claim under the said provision has been made by the company for the first time, which is resulting into taxable income being NIL and hence no provision for current taxes are made for the period ending 31st March, 2023.</p>		
9.02 Provisions for employee benefits		
(i) Provision for leave encashment	3.29	2.52
(ii) Provision for bonus	35.73	37.10
(iii) Provision for gratuity	5.93	5.16
9.03 Any Other Provision		
(i) Reimbursement payable	123.84	66.11
(ii) Audit fees payable	5.42	0.42
	653.42	622.87

Service Care Limited
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Notes to the Financial Statement

Note No.	31.03.2023 (₹ in lakhs)	31.03.2022 (₹ in lakhs)
12	Other non-current assets	
	(i) Security deposits	
	(a) EMD deposit	29.71
	(b) Rental deposit	12.57
	(b) Security deposit	38.26
	(ii) Fixed deposit - IndusInd Bank	11.75
		92.29
13	Inventories	
	(i) Consumables, house keeping & cafeteria materials	0.12
		0.12
14	Trade Receivables	
	14.01 Secured, considered good	
	14.02 Unsecured, considered good	
	(i) Undisputed dues	1,817.53
	(ii) Unbilled debtors	445.75
		1,350.89
	14.03 Doubtful	
	(i) Undisputed dues	57.15
	Less: Provision for doubtful debt	-57.15
		2,263.27
15	Cash and cash equivalents	
	(i) Balances with banks	794.04
	(ii) Cash on hand	0.10
		794.14
16	Other current assets	
	(i) Balance with government authorities	142.45
	(ii) IPO expenses *	16.50
	(iii) Other current assets	7.45
		166.40
		310.20

* The company had intended and planned towards the Initial Public Offer through NSE - EMERGE Platform. The expenses incurred towards these planned activities have been accounted as assets and shall be amortised on completion of the planned IPO.

Service Care Limited
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Property, Plant and Equipment

10

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2022	Additions	Deletions	As at 31-03-2023	As at 01-04-2022	For the period	Withdrawal during the period	As at 31-03-2023	As at 31-03-2023	As at 31-03-2022
Furniture	10.21	0.83	-	11.04	6.81	0.70	-	7.51	3.53	3.40
Computer	14.12	0.75	-	14.87	11.01	1.04	-	12.05	2.82	3.11
Office Equipment's	10.60	1.05	-	11.64	8.04	0.70	-	8.73	2.91	2.56
Vehicles	45.33	12.25	27.09	30.49	21.85	1.95	5.57	18.22	12.27	23.48
Total	80.26	14.88	27.09	68.05	47.71	4.38	5.57	46.51	21.53	32.55
Previous year	59.59	20.67	-	80.26	48.73	-1.02	-	47.71	32.55	10.87

Service Care Limited
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Calculation of Deferred Tax Asset/(Liability)

(₹ in lakhs)

11

AS AT 31.03.2023

Sl.No.	Particulars	Timing difference		Rate of tax	Deferred tax asset/(liability)
		Rs.	Rs.	%	Rs.
1	Fixed Assets/Depreciation:				
	W.D.V. as per Companies Act	21.53			
	W.D.V. as per Income Tax	34.19			
2	Timing Difference		12.66	25.17%	3.19
	Bonus and Leave Salary disallowance		39.07	25.17%	9.83
	Provision for Doubtful Debt		57.15	25.17%	14.38
	Gratuity Provision disallowance		24.04	25.17%	6.05
					33.45
	Opening DTA				12.20
	Deferred Tax Asset / (Liability)				21.25

Service Care Limited
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Notes to the Financial Statement

Note No.	31st March 2023 (₹ in lakhs)	31st March 2022 (₹ in lakhs)
17	Gross revenue from operations	
17.01	Sale of products	
	(i) Sale of house keeping materials	9.05
	(ii) Sale of cafeteria material	138.56
17.02	Sale of services	
	(i) Service contract receipts	1,676.09
	(ii) One time placement receipts	13.19
	(iii) Manpower service contract receipts	13,424.35
	(iv) Consultancy service receipts	100.00
	(v) One time cleaning receipts	87.09
	(vi) ORC commission receipts	6.00
	(vii) Unbilled revenue	445.75
		15,900.07
		11,495.16
18	Other income	
18.01	Interest income	
	(i) Interest on FD	3.96
	(ii) Interest on income tax refund	8.24
		12.20
		6.22
19	Purchases of stock-in-trade	
	(i) Purchase of cafeteria materials	87.97
	(ii) Purchase of house keeping materials	33.67
		121.63
		127.50
20	Changes in inventories	
20.01	Consumables, house keeping & cafeteria materials	
	Opening balance of consumables	-
	Less: Closing balance of consumables	0.12
		-0.12
		-
21	Employee benefit expenses	
21.01	(i) Salaries & wages including bonus, incentives & other emoluments	14,133.53
	(ii) Contribution to retiral & health benefits	1,045.21
	(iii) Provision for gratuity	8.54
	(iv) Provision for leave encashment *	11.45
	(v) Other welfare expenses	11.55
		15,210.29
		11,029.98
* The leave encashment has been provided on the basis of actual un-encashed leaves outstanding for period, after considering mandatory encashment of leave for the calendar year 2022 for the eligible employees.		
21.02	Defined benefit plan	
The Company provides for gratuity, a defined benefit plan (the Gratuity Plan), to its employees. The Gratuity Plan provides a lump sum payment to the vested employees on retirement or discontinuation of employment, as prescribed under The Payment of Gratuity Act, 1972, an amount based on the respective employee's last drawn salary & years of employment with the Company.		
	(i) Present value of defined benefit obligation	
	Balance at the beginning of the year	5.16
	Current service cost	0.85
	Benefit paid	-4.04
	Interest cost	0.24
	Actuarial (gain)/loss	21.82
	Balance at the end of the year	24.04

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Notes to the Financial Statement

Note No.	31st March 2023 (₹ in lakhs)	31st March 2022 (₹ in lakhs)
(ii) Fair value of plan assets	-	
 (iii) Assets & liabilities recognised in the balance sheet		
Present value of defined benefit obligation	24.04	
Less: Fair value of plan assets	-	
Amount recognised as liability	24.04	
Recognised under:		
(a) Long-term provision (refer note 5)	18.11	
(b) Short-term provision (refer note 9)	5.93	
 (iv) Expense recognised in statement of profit & loss		
Current service cost	0.85	
Interest cost	0.24	
Actuarial (gain)/loss	21.82	
Total expense	22.91	
Recognised under:		
(a) Employee benefit expense (refer note 21)	8.54	
(b) Extra-ordinary item	14.37	
 (v) Major category of plan assets as a % of total plan assets	-	
 (vi) Principal actuarial assumptions		
(a) Discount rate (per annum)	7%	
(b) Salary escalation (per annum)	5%	
(c) Attrition rate (per annum)	10%	
(d) Retirement age	58 years	
	Indian assured lives	
(e) Mortality	mortality (2012-2014)	
	ultimate	
The discount rate is based on the prevailing market yields of Indian government securities as at the Balance Sheet date for the estimated term of the obligation.		
 22 Finance cost		
22.01 Interest expense		
(i) Interest on OD	15.79	9.80
(ii) Interest on car loan	-	0.03
 22.02 Bank charges	4.73	0.87
	20.52	10.70

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Notes to the Financial Statement

Note No.	31st March 2023 (₹ in lakhs)	31st March 2022 (₹ in lakhs)
23	Other expenses	
	(i) Consumption of stores & spare part	-
	(ii) Power & fuel	5.74
	(iii) Rent	10.92
	(iv) Repairs to buildings	-
	(v) Repairs to machinery	2.81
	(vi) Insurance	3.44
	(vii) Rates & taxes, excluding, taxes on income	0.73
	(viii) Miscellaneous expenses	
	Bad Debts written off	3.10
	Business promotion expense	6.28
	Donation	0.10
	License & legal charges	0.47
	Loss on sale of asset	4.82
	Other expense	6.14
	ORC commission	3.16
	Printing & stationery	2.00
	Professional fees	9.72
	Subscription fees	1.50
	Telephone expense	1.74
	Provision for doubtful debt	57.15
	(ix) Payment to auditor	
	i) Statutory auditor	4.12
	ii) for taxation matters	0.50
	124.43	95.29
24	Earnings per share	
	Nominal value of equity shares in Rs.	10.00
	Net profit after tax	438.01
	Weighted average number of Equity shares of INR. 10 each outstanding during the year	8,410,753
	Basic earnings per share	5.21
	Diluted earnings per share	5.21
	<p>• During the financial year 2022-23, a total of 84,00,000 (Eighty four Lakh Only) bonus shares of face value Rs. 10/- has been issued by utilising the free reserves to the extent of Rs. 6,40,25,000/- and by utilising the security premium received during the year to the extent of Rs 1,99,75,000/-. Therefore, the EPS and Diluted EPS reported for the year ended on 31st March 2022 has been restated.</p>	

(₹ in lakhs)

25 Ageing details for trade payables due for payment

25.01 As at 31.03.2023

Particulars	Outstanding for following periods from due date of payment / date of transaction						Total
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Billed dues:							
Undisputed dues:							
(a) MSME	-	-	2.21	-	-	-	2.21
(b) Others	-	-	3.10	-	-	-	3.10
Disputed dues:							
(a) MSME	-	-	-	-	-	-	-
(b) Others	-	-	-	-	-	-	-
Unbilled dues							
Total	-	-	5.31	-	-	-	5.31

25.02 As at 31.03.2022

Particulars	Outstanding for following periods from due date of payment / date of transaction						Total
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Billed dues:							
Undisputed dues:							
(a) MSME	-	-	6.57	-	-	-	6.57
(b) Others	-	-	5.60	-	-	-	5.60
Disputed dues:							
(a) MSME	-	-	-	-	-	-	-
(b) Others	-	-	-	-	-	-	-
Unbilled dues							
Total	-	-	12.16	-	-	-	12.16

26 Ageing details for trade receivables

26.01 As at 31.03.2023

Particulars	Outstanding for following periods from due date of payment / date of transaction						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Billed receivables:							
Undisputed receivables:							
(a) Considered good	-	1,817.53	-	-	-	-	1,817.53
(b) Considered doubtful	-	-	4.93	1.78	10.98	39.46	57.15
Disputed receivables:							
(a) Considered good	-	-	-	-	-	-	-
(b) Considered doubtful	-	-	-	-	-	-	-
Unbilled receivables	445.75	-	-	-	-	-	445.75
Total	445.75	1,817.53	4.93	1.78	10.98	39.46	2,320.42

26.02 As at 31.03.2022

Particulars	Outstanding for following periods from due date of payment / date of transaction						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Billed receivables:							
Undisputed receivables:							
(a) Considered good	-	1,269.62	4.03	4.05	17.20	56.00	1,350.89
(b) Considered doubtful	-	-	-	-	-	-	-
Disputed receivables:							
(a) Considered good	-	-	-	-	-	-	-
(b) Considered doubtful	-	-	-	-	-	-	-
Unbilled receivables	349.57	-	-	-	-	-	349.57
Total	349.57	1,269.62	4.03	4.05	17.20	56.00	1,700.46

27 Ageing schedule of capital work-in-progress

27.01 As at 31.03.2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

27.02 As at 31.03.2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

28 Completion schedule of capital work-in-progress which is overdue or has exceeded the cost**28.01 As at 31.03.2023**

Particulars	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress					
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-
Projects temporarily suspended					
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

28.02 As at 31.03.2022

Particulars	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress					
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-
Projects temporarily suspended					
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

29 Analytical ratios

Ratios	Description of numerator	Description of denominator	Ratio as on 31.03.2023	Ratio as on 31.03.2022	Variance (%)	Reason
29.01 Current ratio	Current assets	Current liabilities	1.55	1.30	20%	
29.02 Debt-equity ratio	Borrowings - Short-term and Long-term	Shareholder's Funds	0.24	0.53	-54%	The debt equity ratio is improved due to infusion of share capital at premium.
29.03 Debt service coverage ratio	Earning available for debt service	Interest + Instalments	-	-	-	
29.04 Return on equity ratio	PAT - Preference dividend	Equity Shareholder's Funds	0.34	0.25	39%	The PAT has improved due to infusion of capital and efficiency of operations.
29.05 Inventory turnover ratio	Sales (product sales)	Average inventory	-	-	-	
29.06 Trade receivables turnover ratio	Credit sales	Average accounts receivable	8.02	7.62	5%	
29.07 Trade payables turnover ratio	Credit purchases	Average accounts payable	13.92	10.11	38%	This ratio is improved due to lower credit facility availed on trade payables.
29.08 Net capital turnover ratio	Revenue from operations	Working capital	13.83	21.60	-36%	The net capital turnover ratio is decreased due to increase in the value of trade receivables.
29.09 Net profit ratio	Profit after tax	Revenue from operations	2.75%	1.38%	1%	
29.10 Return on capital employed	EBIT	Capital employed	33%	38%	-5%	
29.11 Return on investment	Profit after tax	Share capital	52%	15845%	-15792%	The return on capital has reduced for the year owing to the fact of issue of bonus shares which has diluted the number of outstanding shares in the company.

30 Related party disclosures:

30.01 Parties where control exists includes:

Name of party	Nature of relationship
Anil Kumar M.	Director
Shany Jalal	Managing Director
Amit Kumar Rakhecha	Director and CFO

30.02 Summary of transactions with related parties:

Name of Party	Nature of Transaction	31st March 2023	31st March 2022
Anil Kumar M.	Salary	6.00	18.00
Shany Jalal	Salary	24.00	42.00
Prosol IT	Sales	353.78	267.81
Anisha Enterprises	Direct expense	35.77	27.17
Prosol IT	Indirect Expense	1.02	1.37
Prosol IT	Asset Purchases	0.75	1.62

31 Details of title deeds of immovable property not held in the name of the company

Description of the item of property	Relevant line item in balance sheet	Gross carrying value	Title deeds held in the name of	Whether title deed is held by specified parties*	Property held since which date	Reason for not being held in the name of the Company
-	-	-	-	-	-	-

* Specified parties means promoter, director or relative of promoter / director or employee of promoter / director

32 Details of benami property held

There are no proceedings that have been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibitions) Act, 1988.

33 Additional disclosures with respect to loans and advances

Loans repayable on demand:

Type of borrower	As at 31.03.2023		As at 31.03.2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related parties	-	-	-	-

Loans provided without specifying any terms or period of repayment:

Type of borrower	As at 31.03.2023		As at 31.03.2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related parties	-	-	-	-

34 Details of security of current assets against borrowings

The Company has filed quarterly returns or statements of current assets with banks / financial institutions in respect of borrowings. The details of the same are as under:

Name of the bank	Quarter	Particulars of securities provided	Amount as per books of account	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
IndusInd Bank	June 2022	Trade receivable, as reduced by Sundry Creditors	1,172.65	1,026.41	146.24	Considering the large volume of invoices which need to be raised ta every month/quarter end, which is subject to respective customer's input of variables on invoicing, the debtors statements are submitted to the bank on provisional basis. Company has availed the overdraft facility against book debts to the tune of Rs. 4.10 crores and as per the terms of the sanction, the margin being 25% and hence the minimum book debt should be Rs. 5.46 crores.
	September 2022	Trade receivable, as reduced by Sundry Creditors	1,468.94	1,581.92	(112.99)	
	December 2022	Trade receivable, as reduced by Sundry Creditors	1,840.63	1,525.90	314.73	
	March 2023	Trade receivable, as reduced by Sundry Creditors	2,257.55	2,132.87	124.68	

35 Wilful defaulter

The Company has not been declared as wilful defaulter by any bank or financial institution or any other lender.

36 Details of utilisation of borrowed funds and share premium

No Borrowed fund has been advanced or loaned or invested to in other than the companies objectives.

37 Relationship with struck-off companies

The details of the transactions with companies struck off under Section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956 are as under:

Name of the struck off company	Nature of transactions with struck off company	As at 31.03.2023		As at 31.03.2022	
		Balance outstanding	Relationship with the struck off company, if any, to be disclosed	Balance outstanding	Relationship with the struck off company, if any, to be disclosed
-	Investment in securities	-	-	-	-
-	Receivables	-	-	-	-
-	Payables	-	-	-	-
-	Shares held by struck off company	-	-	-	-

38 Details of charges or satisfaction yet to be registered with registrar of companies

The details of the charges and satisfaction yet to be registered with the Registrar of Companies beyond the statutory period are as under:

Description of charges / satisfaction	Location of the Registrar	such charge had to be registered /	Reason for delay in registration / satisfaction
-	-	-	-

39 Details of compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of the Section 2 of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017.

40 Compliance with approved scheme(s) or arrangements

There are no approved schemes or arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

41 Details of undisclosed income

The details of the transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 are as under:

Assessment Year	Section of the Act	Amount disclosed in tax return	Transaction description along with value treated as income	Assessment status	Whether transaction recorded in books of accounts?	FY in which transaction is recorded
-	-	-	-	-	-	-

42 Segment reporting

The Company's operations are primarily in the business of housekeeping facility management service and payroll service. Payroll services accounts for more than 85% of total revenue of the company. As the basic nature of these activities are governed by the same set of risk and returns, these have been grouped as a single business segment and accordingly, primary reporting disclosures for business segment, as envisaged in Accounting Standard (AS) 17 on Segment Reporting notified under Companies (Accounting Standards) Rules, 2006, are not applicable to the Company.

43 Leases

Particulars of assets taken on Operating Lease:

The Company do not have any leasing arrangements except office building

	31.03.2023	31.03.2022
Rent (Net)	10.92	10.85

44 Disclosure of MSMED

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), has been determined to the extent such enterprises have, on request made by the company with regards to their registration under the said Act, been identified on the basis of information available with the Company:

	31.03.2023	31.03.2022
a) (i) The principal amount remaining unpaid	-	-
(ii) Interest due thereon remaining unpaid	-	-
b) The amount of interest paid during the year as per section 16	-	-
c) The amount of interest due and payable for the period of delay in making payment	-	-
d) The amount of interest accrued and remaining unpaid	-	-
e) The amount of further interest remaining due and payable even in the succeeding years.	-	-

45 Note on reclassification:

Where the presentation or classification of items in the current year statements is changed, comparative amounts have been reclassified to achieve comparability without changing reported profit or loss & assets and liabilities.

46 Note on rounding off:

The company has maintained the books of account in rupee values without any rounding off. However, upon the issue of notification by MCA dated 24th March 2021, vide No G.S.R. 207(E) , the financial statement has been prepared in rupee, but presented in '00,000's of rupees. Wherever the presentation adopted has not been mentioned, the statements shall be read in rupee. The arithmetical summation of various notes to financial statements may have differences arising of the presentation method adopted, i.e. presentation in '00,000's.

As per our report of even date
for **S Bhat & Associates**
Chartered Accountants
Firm registration Number: 0149255

for Service Care Limited

Shrinivas Bhat
Partner
ICAI Membership Number: 228143
UDIN:23228143BGQODG1990
Peer Review No.015374

Anil Kumar Muraleedharan
Director
DIN: 03488320

Shany Jalal
Managing Director
DIN: 03488342

Amit Kumar Rakhecha
CFO and Director

Sharvari Sham Kulkarni
Company Secretary

Date :08.08.2023
Place: Bangalore

Date : 08.08.2023
Place: Bangalore