

HARMONY CAPITAL SERVICES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **21st Annual General Meeting** of the Members of **HARMONY CAPITAL SERVICES LIMITED** will be held on Wednesday the 30th day of September 2015 at 11.00 A. M. at the Registered office of the Company to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Asutosh Bhaskar Raulo (DIN: 01589574) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification, the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 to 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (Including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. B. M. Gattani & Co. Chartered Accountants, Mumbai (Firm Registration No. 113536W), be and are hereby reappointed as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses, if any incurred in connection with the audit of accounts of the Company for the FY 2015-16.

SPECIAL BUSINESS

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

Appointment of Mrs. Pooja Lalchand Kumawat as a Woman Director

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"RESOLVED THAT pursuant to the provisions of Sections 152 and 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement entered with the BSE and other applicable provisions, if any, (Including any statutory modification(s) or reenactment thereof, for the time being in force), Mrs. Pooja Lalchand Kumawat (DIN: 07158872), Director of the Company, who holds office up to ensuing Annual General Meeting and being eligible, and offers herself for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from her signifying own candidature for the office of Director, be and is hereby appointed as an Woman Director of the Company.

RESOLVED FURTHER THAT Shri Asutosh Raulo, Managing Director of the Company, be and is hereby authorised to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

BY ORDER OF THE BOARD

For HARMONY CAPITAL SERVICES LTD.

PLACE: - MUMBAI.

DATE : 03.09.2015

Sd/-

ASUTOSH B. RAULO

CHAIRMAN & MANAGING DIRECTOR

DIN: 1589574

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NOTES TO NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint

2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2015 to 30th September, 2015 (both days inclusive).
3. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays between 10.30 a. m. and 05.30 p. m. up to the date of the Annual General Meeting.
4. As a measure of economy copies of Annual Report will not be distributed at the Annual General Meeting. Therefore members are requested to bring their copy of the Annual Report to the Meeting.
5. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
6. The Company has appointed M/s. Sharex Dynamic (India) Pvt. Ltd, Unit – 1, Luthra Industrial Premises, 1st Floor, 44-E, M. Vasanti Marg, Andheri – Kurla Road, Safed

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Pool, Andheri – East, Mumbai – 400072 as the Share Transfer Agent to undertake all Investor Servicing activities, Both demate and physical segments. All concerned are requested to send their documents and address all their correspondence directly to the above registrar.

7. The Ministry of Corporate Affairs has taken “Green initiative in the Corporate Governance” by allowing paperless compliance by the Companies and has issued circulars stating that Services of Notice/Documents including Annual Report can be sent by e-mail to its members To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their current e-mail addresses, in respect of electronic holding with the depository through their concerned Depository Participants. Members who holds shares in physical form are requested to register the same with the company’s share Transfer Agents Sharex Dynamic (India) Pvt. Ltd.
8. Members holding shares in physical form are requested to advise any change of address immediately to the company/ Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited
10. The Annual Report of the Company circulated to the member of the Company will be made available on the Company’s website at “ www.hcsl.co.in”

BY ORDER OF THE BOARD

For HARMONY CAPITAL SERVICES LTD.

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Sd/-

ASUTOSH B. RAULO

CHAIRMAN & MANAGING DIRECTOR

DIN: 1589574