

HARMONY CAPITAL SERVICES LTD.

(CIN: L67120MH1994PLC288180)

Reg. Office: Office No. 8A, 8th Floor, Astral Centre,

470-B, N. M. Joshi Marg, Chinchpokli - West, Mumbai – 400 011.

Tel.: 022 2300 1206, Website. www.hcsl.co.in, E-mail: harmonyescsl@yahoo.com

To,

Date: 02/09/2021

The Manager

Listing Dept./Market Operation Dept.

BSE Limited.

14th floor, Phiroz Jeejeebhoy Towers,

Dalal Street, Mumbai – 400 023

Sub : Notice of 27th Annual General Meeting

Ref : Harmony Capital Services Limited (Scrip Code-530055, Scrip ID- HRMNYCP)

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we herewith submit the Notice along with the explanatory statement of the 27th Annual General Meeting scheduled to be held on Thursday, 30th September, 2021 at 03:00 p.m. through Video Conferencing/ Other Audio Visual Means to transact the business as set out in the Notice, in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India.

You are requested to take same on record

Thanking you,

Yours truly,

For Harmony Capital Services Limited


Asutosh Raulo

Managing Director

DIN: 01589574



HARMONY CAPITAL SERVICES LIMITED

NOTICE

NOTICE is hereby given that the 27th **Annual General Meeting** of the Members of **HARMONY CAPITAL SERVICES LIMITED** will be held on Thursday the 30th day of Sept 2021 at 03.00 P. M. through Video Conferencing("VC")/Other Audio Visual Means("OAVM") 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, 2021, together with the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Krishna Kumar Jhunjunwala (DIN: 00335070) who retires by rotation and who is not disqualified to act as a director as per the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 3(7) of the Companies (Audit and Auditor) Rules, 2014(including any statutory modification or re-enactment thereof for the time being in force), the Company be and hereby ratifies the appointment of M/s. D. Lodha & Associates. (Firm Registration No. 135606W), Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until conclusion of the next annual General Meeting to be held in the calendar year 2022 (subject to ratification of their appointment at every AGM) at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company on the recommendation of the Audit Committee."

4. TO RE-APPOINTMENT OF SHRI ASUTOSH RAULO AS MANAGING DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Asutosh Raulo as Managing Director of the Company for a period of 5 (Five) years with effect from 09/11/2021 upto 08/11/2026

at a remuneration as approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Asutosh Raulo."

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“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of service of the Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT any of the directors be and is hereby authorized to file the necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

5. Re-appointment of MR. BALAJI BHAGWAT RAUT (DIN: 03604215) as an Independent Director
To consider and if thought fit, to pass the following resolution with or without modification as an Special Resolution

RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of The Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI listing Regulations') and amendments thereto (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Balaji Bhagwat Raut (DIN: 03604215), who was appointed as an Independent Director of the Company for a term of five years up to 20 August 2021 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for the next term of five consecutive years as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act from a member proposing his re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not Subject to Retirement by rotation, for a term of 5 (Five) consecutive years effective from 20 August 2021

RESOLVED FURTHER THAT any of the Directors of the Board or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts , deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution."

6. APPOINTMENT OF MS. POOJA LALCHAND KUMAWAT (DIN: 07158872) as an Independent Director
To consider and if thought fit, to pass the following resolution with or without modification as an Special Resolution

“RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of The Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI listing Regulations') and amendments thereto (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the

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Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Pooja Lalchand Kumawat (DIN: 07158872), who was appointed as an Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for the next term of five consecutive years as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Act from a member proposing her re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not Subject to Retirement by rotation, for a term of 5 (Five) consecutive years effective from 1st April 2021”

“RESOLVED FURTHER THAT any of the Directors of the Board or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts , deeds, matters, and to execute all such documents as may be required in this connection to give effect to this Resolution.”

BY ORDER OF THE BOARD

For HARMONY CAPITAL SERVICES LTD.

PLACE: - MUMBAI.

DATE : -12.08.2021

ASUTOSH B. RAULO
MANAGING DIRECTOR
DIN: 1589574

NOTES TO NOTICE

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020 and January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted convening the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the SEBI circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for AGM shall be the registered office of the Company.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Special Business set out in the Notice is annexed
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors,

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Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules made there under, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, 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 and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.

Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (M/s. Suman Sureka & Associates, Company Secretary), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sumanmsureka@yahoo.com, with a copy marked to evoting@nsdl.co.in and harmonycsl@yahoo.com.

5. In case of joint holders attending the AGM, the Members 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 provided the votes are not already cast by remote e-voting by the first holder.
6. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 23RD Sept, 2021 to 30th Sept, 2021 (both days inclusive) for the purpose of Annual General Meeting.
9. The Registrar of Company is M/s. Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083. All concerned are requested to send their documents and address all their correspondence directly to the above registrar.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer

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Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Private Limited

11. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least ten (10) days before the AGM to enable the management to keep the information ready at the Meeting.
12. Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.hcsl.co.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSDL at <https://www.evoting.nsdl.com/>. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided further for registration of email IDs with the depositories for procuring user ID & password and registration of email IDs for e-voting for the resolutions set out in this notice.
13. Electronic copy of the 'Register of Directors and Key Managerial Personnel and their Shareholding', 'Register of Contracts and Arrangements' and 'Register of Members' maintained as per the Companies Act, 2013 shall be accessible to the members
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Link Intime India Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode)
15. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to rnt.helpdesk@linkintime.co.in by 11.59 p.m. IST on 22nd Sept, 2021. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed Sept 22, 2021 as the cut-off date for re-lodgement of transfer deeds and the issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents M/s. Link Intime India Private Limited
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in electronic form may submit

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the same to their respective depository participant and submit to Registrars and Transfer Agents, M/s. Link Intime India Private Limited in case the shares are held in Physical.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to Registrars and Transfer Agents, M/s. Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes
19. 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 Company or M/s. Link Intime India Private Limited.
20. Details as required sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI SEBI (LODR), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment
21. The Company has appointed M/s. Suman Sureka & Associates, Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes casted at AGM (e-voting as well as by Remote E-voting).
22. The Scrutinizer shall, after the conclusion of E-voting at the Annual General Meeting, will first count 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 make, submit not later than 48 hours from the conclusion of the Annual General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence any other Director or Key managerial Personnel or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith
23. The results of E-voting will be declared and the same along with the Scrutinizers' Report will be published on the website of the Company (www.hcsl.co.in) immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Ltd within 48 hours from the conclusion of the Annual General Meeting. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.
24. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice.

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Procedure for remote e-voting and e-voting at the AGM:

a. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by NSDL.

- b. The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
- c. The remote e-voting period begins on September 26, 2021 (9:00 a.m. IST) and ends on September 29, 2021 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- d. The Members holding shares either in physical form or demat form, whose names appear in the register of members / list of beneficial owners as on Thursday, 22nd Sept, 2021 i.e. cut-off date, are entitled to vote on Resolutions set forth in this Notice. Members are eligible to cast vote electronically only if they are holding shares as on the cut-off date. A person who is not the member of the Company as on the cut-off date shall treat this Notice of 27th AGM for information purpose only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently
The facility for e-voting shall also be made available at the AGM for Members who have not already cast their vote prior to the AGM by remote e-voting. The Members, who have cast their vote prior to the AGM by remote e-voting, may also attend the AGM but shall not be entitled to vote again. Further, a vote once cast by way of remote e-voting or at the AGM cannot be changed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER

The remote e-voting period begins on 26.09.2021 at 09:00 A.M. and ends on 29.09.2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22.09.2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22.09.2021

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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Step 1: Access to NSDL e-Voting system

Step 2 : Cast your vote electronically on NSDL e-Voting system.




A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities 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 NSDL.	<ol style="list-style-type: none">i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.ii. If you are 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.jspiii. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for

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	<p>casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="781 516 1252 793" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their 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/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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. NSDL and CDSL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is

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available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- II. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting
- III. Now you are ready for e-Voting as the Voting page opens
- IV. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the Number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- V. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

HARMONY CAPITAL SERVICES LIMITED

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sumanmsureka@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 harmonyctl@yahoo.com or info@hctl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PA (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to harmonyctl@yahoo.com or info@hctl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

HARMONY CAPITAL SERVICES LIMITED

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Members facing any technical issue in login before / during the AGM 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
7. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at harmonycsl@yahoo.com between September

HARMONY CAPITAL SERVICES LIMITED

17, 2021 (9.00 a.m. IST) and September 22, 2021 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

BY ORDER OF THE BOARD

For HARMONY CAPITAL SERVICES LTD.

PLACE: - MUMBAI.

DATE : 12.08.2021

ASUTOSH B. RAULO
MANAGING DIRECTOR
DIN: 1589574

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned mentioned in the accompanying Notice for convening the 27th Annual General Meeting ("AGM") of Harmony Capital Services Limited on Tuesday, September 30, 2021 at 3.45 p.m. (IST) :

The following Statement sets out all material facts relating to the Ordinary / Special Business mentioned in the Notice:

Item No. 3:

M/s. D. Lodha & Associates. Chartered Accountants, Mumbai (Firm Registration No. 135606W) with the Institute of Chartered Accountants of India) were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting held on 28th Sept., 2019, to hold office from the conclusion of the 24th AGM till conclusion of the 29th AGM to be held in the year 2023.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

HARMONY CAPITAL SERVICES LIMITED

Accordingly, Appointment of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 3 of the Notice.

The Board commends the Resolution at item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item No. 4:

Shri Asutosh Raulo was Re-appointed as a Managing Director in 27 Annual General Meeting of the Company. w.e.f. 09.01.2011 associated as the Managing Director.. In his able leadership the performance of the Company has been satisfactory. The present terms of appointment of Shri Asutosh Raulo is expiring on 08.11.2021 and it would be appropriate to re-appoint him from April 1, 2021 for a period of 5 years. The Board of Director of the Company at its meeting held on 12.08.2021 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 12.08.2021, re-appointment of Shri Asutosh Raulo as Chairman and Managing Director (KMP) of the Company subject to the approval of members/shareholders of the Company in Annual General Meeting to be held on Thursday, 30th day of September, 2021 as a Special Resolution for a period of five years from April 1, 2021 to March 31, 2026 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder

Item No. 5:

Mr. Balaji Bhagwat Raut (DIN: 03604215) was appointed as a Non-Executive Independent Director of the Company pursuant to Section 149 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members to hold office up to August 19, 2021. He is due for retirement from the term as an Independent Director on August 19, 2021. The Nomination and Remuneration Committee, vide resolution passed on August 12, 2021, after taking into account the performance evaluation of Mr. Balaji Bhagwat Raut (DIN: 03604215) during his and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board his reappointment for a further term of Five (5) years. Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended the reappointment of Mr. Balaji Bhagwat Raut as an Independent Director, not liable to retire by rotation, for a next term of Five years with effect from August 20, 2021 to August 19, 2026. In accordance with the provisions of Section 149 of the Act, an Independent Director shall be eligible for reappointment on passing of a special resolution by the Company.

HARMONY CAPITAL SERVICES LIMITED

Mr. Balaji Bhagwat Raut fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the LODR Regulations. The Company has received all statutory disclosures / declarations from Mr. Balaji Bhagwat Raut including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Mr. Balaji Bhagwat Raut to the office of Independent Director.

Mr. Balaji Bhagwat Raut is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as Director on the Board of the Company. In the opinion of the Board, Mr. Balaji Bhagwat Raut fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Rules made thereunder and is independent of the management.

Save and except Mr. Balaji Bhagwat Raut and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 5 of the Notice for the approval of the members.

Item No. 6:

Ms. Pooja Lalchand Kumawat (DIN: 07158872) was appointed as a Non-Executive Independent Director of the Company pursuant to Section 149 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members. She is due for retirement from the term as an Independent Director on April 1, 2021. The Nomination and Remuneration Committee, vide resolution passed, after taking into account the performance evaluation of Ms. Pooja Lalchand Kumawat) during her and considering his knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board his reappointment for a further term of Five (5) years. Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended the reappointment of Ms. Pooja Lalchand Kumawat as an Independent Director, not liable to retire by rotation, for a next term of Five years with effect from April

HARMONY CAPITAL SERVICES LIMITED

1, 2021 to March 31, 2026. In accordance with the provisions of Section 149 of the Act, an Independent Director shall be eligible for reappointment on passing of a special resolution by the Company.

Ms. Pooja Lalchand Kumawat fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the LODR Regulations. The Company has received all statutory disclosures / declarations from Ms. Pooja Lalchand Kumawat including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Ms. Pooja Lalchand Kumawat to the office of Independent Director.

Ms. Pooja Lalchand Kumawat is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as Director on the Board of the Company. In the opinion of the Board, Ms. Pooja Lalchand Kumawat fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Rules made thereunder and is independent of the management

Save and except Ms. Pooja Lalchand Kumawat and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item

No. 6.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 6 of the Notice for the approval of the members.

BY ORDER OF THE BOARD

For HARMONY CAPITAL SERVICES LTD.

PLACE: - MUMBAI.

DATE : 12.08.2021

ASUTOSH B. RAULO

MANAGING DIRECTOR

DIN: 1589574

HARMONY CAPITAL SERVICES LIMITED

Information pursuant to Regulation 36(3) of SEBI(Listing obligation and disclosure Requirement) Regulation, 2015 with regard to Retiring by Rotation / Seeking Appointment and Re-Appointment at the forthcoming Annual General Meeting

Mr. Krishna Kumar Jhunjunwala

Name of Director	Mr. Krishna Kumar Jhunjunwala
Date of Birth	22.04.1968
Date of first appointment on the Board	08.11.1994
Qualification	B. COM, FCA
DIN	00335070
Expertise in specific functional areas	He has vast experience of more than 28 years in the fields of management, Business Administration & marketing consultancy related areas.
List of Companies in which directorship is held as on 31.03.2021	Percept Financial Consultants Private Limited Shekhawati Corporate Services Private Limited Jhunjunwala Finance Private Limited
Chairman / Member of the committee of other companies	NIL
Relationship between directors inter-se	None
Remuneration	NIL
Number of meetings of the board attended during the year	He has attended all the 5(Five)meetings held during the year

Mr. Asutosh Raulo

Name of Director	Mr. Asutosh Raulo
Date of Birth	10.10.1977
Date of first appointment on the Board	09.11.2001
Qualification	B. A
DIN	01589574
Expertise in specific functional areas	He has experience of Capital Market and Accountancy, Business Administration & marketing consultancy related areas.
List of Companies in which directorship is held as on 31.03.2021	Sampurn Shares and Stocks Private Limited Manner Metal Private Limited Milgrey video Private Limited Dev Giri Impex Private Limited Muskan Multitrade Private Limited Shyam kripa Securities Private Limited
Chairman / Member of the committee of other companies	NIL
Terms & Conditions of Appointment/ Re-appointment	As approved by Members at AGM held on September 30,2021
Relationship between directors inter-se	None
Remuneration	NIL
Number of meetings of the board attended during the year	He has attended all the 5(Five)meetings held during the year

HARMONY CAPITAL SERVICES LIMITED

Mr. Balaji Bhagwat Raut

Name of Director	Mr. Balaji Bhagwat Raut
Date of Birth	15TH Aug.,1985
Date of first appointment on the Board	20.08.2011
DIN	03604215
Qualification and Expertise in specific functional areas	Mr. Balaji Bhagwat Raut is Bachelor's Degree in Commerce from University Mumbai . He has experience of Business Administration
List of Companies in which directorship is held as on 31.03.2021	SHREE GANPATI JUTE PRODUCTS PRIVATE LIMITED
Terms & Conditions of Appointment/ Re-appointment	As approved by Members at AGM held on September 30,2021
Chairman / Member of the committee of other companies	NIL
Relationship between directors inter-se	None
Remuneration	NIL
Number of meetings of the board attended during the year	He has attended all the 5(Five)meetings held during the year

Ms. Pooja Lalchand Kumawat

Name of Director	Ms. Pooja Lalchand Kumawat
Date of Birth	10TH JUNE 1987
Date of first appointment on the Board	31.03.2015
DIN	07158872
Qualification and Expertise in specific functional areas	Ms. Pooja Lalchand Kumawat is Bachelor's Degree in Commerce from University Mumbai . She has experience of Capital Market and Accountancy
List of Companies in which directorship is held as on 31.03.2021	NIL
Terms & Conditions of Appointment/ Re-appointment	As approved by Members at AGM held on September 30,2021
Chairman / Member of the committee of other companies	NIL
Relationship between directors inter-se	None
Number of meetings of the board attended during the year	He has attended all the 5(Five)meetings held during the year
Remuneration	NIL

BY ORDER OF THE BOARD

For HARMONY CAPITAL SERVICES LTD.

PLACE: - MUMBAI.

DATE : 12.08.2021

ASUTOSH B. RAULO
MANAGING DIRECTOR
DIN: 1589574