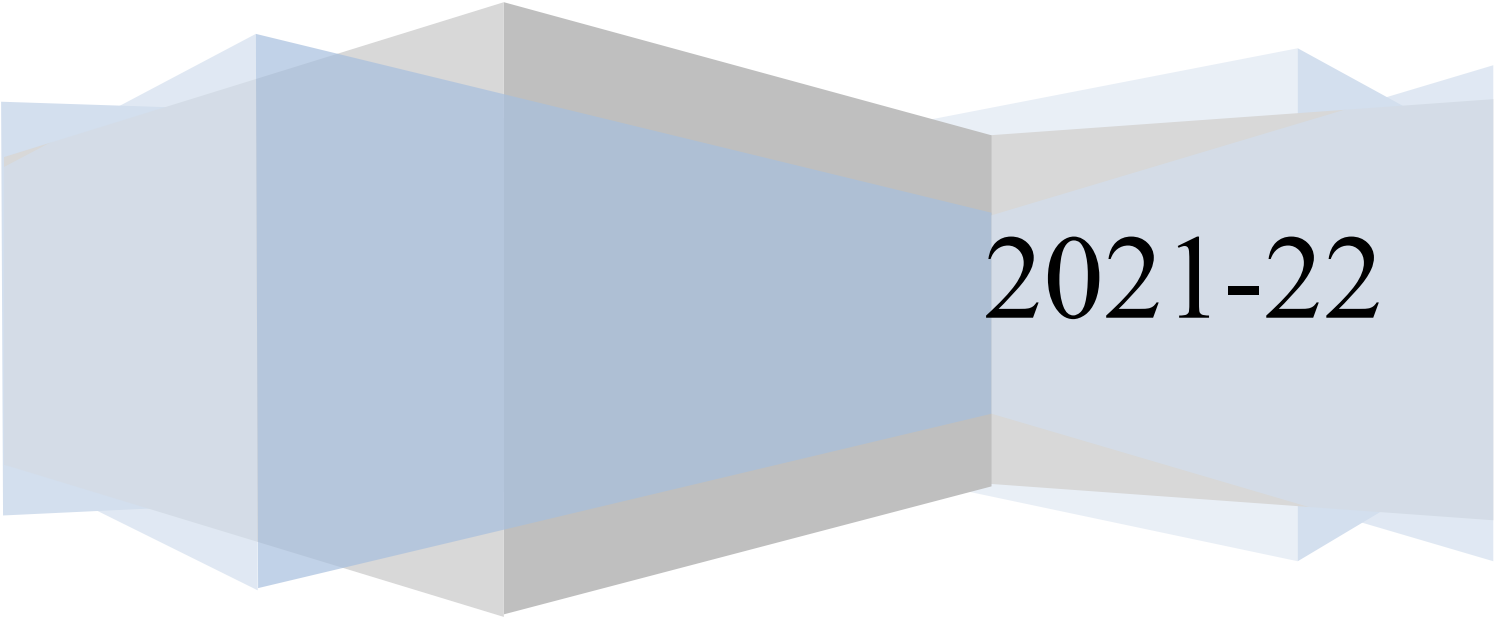


***HARMONY CAPITAL SERVICES LIMITED***

***28<sup>TH</sup> ANNUAL REPORT***



**2021-22**

# HARMONY CAPITAL SERVICES LIMITED

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# HARMONY CAPITAL SERVICES LIMITED

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

ASUTOSH RAULO	- MANAGING DIRECTOR
KRISHNA KUMAR JHUNJHUNWALA	- DIRECTOR
BALAJI BHAGWAT RAUT	- DIRECTOR
POOJA LALCHAND KUMAWAT	- DIRECTOR

### CHIEF FINANCIAL OFFICER

MR. SUNIL KATARIA

### COMPANY SECRETARY & COMPLIANCE OFFICER

MS. RAMDULARI SAINI

### REGISTERED OFFICE

OFFICE NO. 8A, 8<sup>TH</sup> FLOOR,  
ASTRAL CENTRE,  
470/B, N. M. JOSHI MARG,  
CHINCHPOKLI – WEST,  
MUMBAI – 400 011

### AUDITORS

M/S. D. LODHA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
8-B-7, ROOM NO. 4, GROUND FLOOR,  
NEAR SHAH AUTO GOPAL NAGAR,  
KALYAN ROAD, BHIWANDI,  
THANE - 421302

### REGISTRAR AND SHARE TRANSFER AGENT

LINK INTIME INDIA PRIVATE  
C-101, 247 PARK, L. B. S. MARG.  
VIKROLI- WEST, MUMBAI-400 083  
TEL NO. 022 4918 6000, FAX. 022 4918 6060  
EMAIL: Mumbai@linkintime.co.in

### BANKER

CENTRAL BANK OF INDIA

### WEBSITE

[www.hcsl.co.in](http://www.hcsl.co.in)

**CORPORATE IDENTIFICATION NO.** L67120MH1994PLC288180

# HARMONY CAPITAL SERVICES LIMITED

## NOTICE

**NOTICE** is hereby given that the 28<sup>th</sup> **Annual General Meeting** of the Members of **HARMONY CAPITAL SERVICES LIMITED** (CIN: L67120MH1994PLC288180) will be held on Friday the 30<sup>th</sup> day of Sept 2022 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 31<sup>st</sup> March, 2022, together with the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Krishna Kumar Jhunjhunwala (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 2023 (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.”

# HARMONY CAPITAL SERVICES LIMITED

**"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.**

**ASUTOSH B. RAULO  
MANAGING DIRECTOR**

**DIN: 1589574**

**PLACE: - MUMBAI.**

**DATE : -12.08.2022**

# HARMONY CAPITAL SERVICES LIMITED

## NOTES TO NOTICE

1. In view of the continuing COVID – 19 pandemic, the companies are permitted to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue, for the calendar year 2022, by the Ministry of Corporate Affairs vide its Circular No. 2/2022 dated May 5, 2022, Circular No. 20/2020 dated May 5, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021 and Circular No. 21/2021 dated December 14, 2021 and Securities and Exchange Board of India (SEBI) vide its circular nos. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15,2021., 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, 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.

# HARMONY CAPITAL SERVICES LIMITED

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](mailto:sumanmsureka@yahoo.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [harmonyysl@yahoo.com](mailto:harmonyysl@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 23<sup>RD</sup> Sept, 2022 to 30<sup>th</sup> Sept, 2022 (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 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

# HARMONY CAPITAL SERVICES 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 2021-2022 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 2021-2022 will also be available on the Company's website [www.hcsl.co.in](http://www.hcsl.co.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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. 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 relodged 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, 2022 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
15. 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 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.
16. 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



# HARMONY CAPITAL SERVICES LIMITED

holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes

17. 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.
18. 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
19. 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).
20. 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
21. 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](http://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.
22. 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.

# HARMONY CAPITAL SERVICES LIMITED

## 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, 2022 (9:00 a.m. IST) and ends on September 29, 2022 (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, 22<sup>nd</sup> Sept, 2022 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 28<sup>th</sup> 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.

# HARMONY CAPITAL SERVICES LIMITED

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

The remote e-voting period begins on 26.09.2022 at 09:00 A.M. and ends on 29.09.2022 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. 22.09.2022, 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 22.09.2022

### **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:*

#### **Step 1: Access to 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.

# HARMONY CAPITAL SERVICES LIMITED

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"> <li data-bbox="565 373 1372 842">i. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li data-bbox="565 869 1372 1010">ii. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="565 1037 1372 1545">iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li data-bbox="565 1572 1372 1682">iv. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

# HARMONY CAPITAL SERVICES LIMITED

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<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 &amp; voting during the meeting</p>

**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.

# HARMONY CAPITAL SERVICES LIMITED

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
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## **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 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*****.

# HARMONY CAPITAL SERVICES LIMITED

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.**
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

# HARMONY CAPITAL SERVICES LIMITED

## **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?**

1. 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.
2. 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"
3. Now you are ready for e-Voting as the Voting page opens
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Corporate/ 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](mailto:sumanmsureka@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



# HARMONY CAPITAL SERVICES LIMITED

## **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 [harmonycsl@yahoo.com](mailto:harmonycsl@yahoo.com) or [info@hcsl.co.in](mailto:info@hcsl.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 [harmonycsl@yahoo.com](mailto:harmonycsl@yahoo.com) or [info@hcsl.co.in](mailto:info@hcsl.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](mailto: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.

## **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

# HARMONY CAPITAL SERVICES LIMITED

## **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](mailto: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](mailto:harmonycsl@yahoo.com) between September 17, 2022 (9.00 a.m. IST) and September 22,2022 (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.

# HARMONY CAPITAL SERVICES LIMITED

8. 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.**

**ASUTOSH B. RAULO**  
**MANAGING DIRECTOR**  
**DIN: 1589574**

**PLACE: - MUMBAI.**

**DATE : 12.08.2022**

# HARMONY CAPITAL SERVICES LIMITED

## 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 28<sup>th</sup> Annual General Meeting ("AGM") of Harmony Capital Services Limited on Tuesday, September 30, 2022 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 24<sup>th</sup> AGM till conclusion of the 29<sup>th</sup> AGM to be held in the year 2024.

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.

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.

**BY ORDER OF THE BOARD**

**For HARMONY CAPITAL SERVICES LTD.**

**ASUTOSH B. RAULO**  
**MANAGING DIRECTOR**

**DIN: 1589574**  
**PLACE: - MUMBAI.**

**DATE : 12.08.2022**

# 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 Jhunjhunwala**

Name of Director	Mr. Krishna Kumar Jhunjhunwala
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 31.03.2022	Percept Financial Consultants Private Limited Shekhawati Corporate Services Private Limited Jhunjhunwala 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 4(Four)meetings held during the year

**BY ORDER OF THE BOARD**

**For HARMONY CAPITAL SERVICES LTD.**

**ASUTOSH B. RAULO**

**MANAGING DIRECTOR**

**DIN: 1589574**

**PLACE: - MUMBAI.**

**DATE : 12.08.2022**

# HARMONY CAPITAL SERVICES LIMITED

## DIRECTOR'S REPORT

To  
The Shareholders,

Your Directors present the **28<sup>th</sup> ANNUAL REPORT** of Harmony Capital Services Limited (The Company) along with the Audited Financial Statement for the financial year ended on 31<sup>st</sup> March 2022.

### 1. FINANCIAL STATEMENTS

A summary of your Company's Financial Performance for the Financial Year ended 31<sup>st</sup> March 2022 is given below: -

(Amount in ₹.)

PARTICULARS	Financial Year 2021-2022	Financial Year 2020-2021
Business Revenue	-	-
Other Revenue	5,12,602	47,293
Expenses excluding Interest, Depreciation and amortization expenses	5,89,224	6,22,367
Depreciation and amortization expenses	2,095	2,095
Finance Cost	NIL	NIL
Profit/(Loss) Before Tax (PBT)	(78,717)	(5,77,168)
Tax Expense	461	1,771
Net Profit/(Loss) for the Year	(78,256)	(5,75,397)
Other Comprehensive Income	NIL	NIL
Total Comprehensive Income	(78,256)	(5,75,397)
Add :- Balance b/f from the previous year	(16,820,570)	(16,245,172)
Balance available for Appropriation	(16,898,826)	(16,820,570)
Less :- Transferred to General Reserve	NIL	NIL
Proposed Dividend	NIL	NIL
Balance Carried to Balance Sheet	(16,898,826)	(16,820,570)

# HARMONY CAPITAL SERVICES LIMITED

## 2. FINANCIAL HIGHLIGHTS AND COMPANY AFFAIRS:

Your Company has earned revenue of ₹ 5.13 lakhs in Financial Year 2021-2022 as compared to ₹0.47 lakhs in Financial Year 2020-2021. The Loss after tax in Financial Year 2021-2022 is ₹ 0.78 lacs as compared to loss ₹5.75 lakhs in Financial Year 2020-2021.

## 3. TRANSFER TO RESERVES

During the year the Company has incurred Loss and thus the same is not applicable in the current year.

## 4. DIVIDEND

Due to non-availability of sufficient funds, your directors express their inability to recommend any dividend for the year under review.

## 5. SUBSIDIARY COMPANIES, JOINT VENTURES NAD ASSOCIATES COMPANIES

The Company does not have any Subsidiary and Associate Company or Joint venture

## 6. CHANGE IN NATURE OF BUSINESS

There is no change in the business activity of the Company.

## 7. EXTRACT OF ANNUAL RETURN

In accordance with the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, rule 12, sub rule (1) as amended, the extract of the Annual Return (MGT-9) is no longer required to be attached along with Board Report. The copy of the Annual Return for the year 2021-22 can be accessed on the Company's website at the link: [https://www.hcsl.co.in/annual\\_financial\\_information.php](https://www.hcsl.co.in/annual_financial_information.php)

## 8. SHARE CAPITAL

The paid up equity share capital of the Company as on March 31, 2022 was ₹ 30,009,000/-.. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor buy-back nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company

## 9. DEPOSITS FROM PUBLIC:

There were no such material changes and commitments, affecting the financial position of the Company occurred between the end of the financial year and the date of this Report

# HARMONY CAPITAL SERVICES LIMITED

## 10. MATERIAL CHANGES OR COMMITMENTS

There are no material changes or commitments that took place after the closure of FY 2021-22 till date which will have any material or significant impact on the financials of the Company

## 11. FINANCE AND ACCOUNTS

During the year under review, your Company has not availed any credit facilities from Banks or any other financial institutions nor has made any investments in any other entities

## 12. RELATED PARTY TRANSACTIONS:

There are no contracts or arrangements with related parties referred to section 188(1) of the companies Act, 2013. The Company has been uploaded on the website of the Company at [http://www.hcsl.co.in/download/corporate\\_governance/Related-party-transaction-policy.pdf](http://www.hcsl.co.in/download/corporate_governance/Related-party-transaction-policy.pdf)

## 13. DIRECTORS

As on March 31, 2022, the Company has Four (4) Directors consisting of Two (2) Independent Directors, One (1) Executive Directors and One (1) Chairman & Managing Director.

## 14. WOMAN DIRECTOR

Your Company's Board is represented by one Woman Directors, Ms. Pooja Kumavat

## 15. DIRECTORS RETIRING BY ROTATION

In accordance with the provision of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Shri Krishna Kumar Jhunjunwala (DIN:00335070) Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The information of Directors seeking appointment/re-appointment as required pursuant to Regulation 36(3) of the SEBI Regulations is provided in the notice covering the Annual General Meeting of the Company. None of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

## 16. DIRECTORS AND KEY MANAGERIAL PERSONELS:

Mr. Asutosh Raulo, Chairman & Managing Director, Shri Krishna Kumar Jhunjunwala, Director, Mr. Balaji Bhagwat Raut, Independent Director, Ms. Pooja Lalchand Kumawat, independent Woman



# HARMONY CAPITAL SERVICES LIMITED

Director, Mr. Sunil Kataria, CFO and Ms. Ramdulari Saini, Compliance Officer of the Company have been designated as the Key Managerial Personnel of the Company (KMP) pursuant to the provisions of sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 17. DIRECTOR'S RESPONSIBILITY STATEMENT

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Companies Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (b) the Directors have selected such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31,2022 and of the Loss of the Company for the year ended on that date;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, as amended from time to time, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; they have 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;
- (d) The Annual accounts on a going concern basis;
- (e) Proper Internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- (f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## 18. GREEN INITIATIVE

The Company has implemented the "Green Initiative" to enable electronic delivery of Notice/documents/annual reports to shareholders. The Annual Report for the FY 2021-22 and Notice of the 28<sup>th</sup> Annual General Meeting are being sent to all members electronically, whose e-mail addresses are registered with the Company/Depository Participant(s). The e-voting facility is being provided to the members to enable them to cast their votes electronically on all resolutions

# HARMONY CAPITAL SERVICES LIMITED

set forth in the notice, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Management and Administration) Rules, 2014. The instructions for e-voting are provided in the notice of this 28th AGM.

## **19. DECLARATION OF INDEPENDENCY BY THE INDEPENDENT DIRECTORS**

The Company has received declarations from both the Independent Directors of the Company confirming that they fulfill the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

## **20. INDEPENDENT DIRECTORS MEETING**

The Independent Directors of the Company met on 29<sup>th</sup> October 2021 during the year without the presence of Non-Independent Directors and members of the management. The Independent Directors discussed matters pertaining to the Company's affairs and reviewed the performance of non-independent directors, the Chairman and the Board as a whole, and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015.

## **21. NUMBER OF MEETINGS OF THE BOARD**

During Financial Year 2021-22 Four(4) Board Meetings were held by the Company on 10<sup>th</sup> June.,2021, 12<sup>th</sup> Aug.,2021, 29<sup>th</sup> Oct.,2021 and 28<sup>th</sup> Jan.,2022. The intervening gap between the meetings was prescribed under the Companies Act.2013 and clause 49 of the Listing Agreement entered with the BSE. The number of Committee Meeting held during the Financial Year 2021-22 forms part of the Corporate Governance Report.

## **22. PERFORMANCE EVALUATION OF THE BOARD**

In compliance with the provisions of the Companies Act, 2013 and Regulation 25(4)(a) of the SEBI Regulation, annual performance evaluation of the Board and its Directors individually was carried out. Various parameters such as the Board's functioning, composition of its Board and Committees, execution and performance of specific duties, obligations and governance were considered for evaluation. The performance evaluation of the Board as a whole was carried out by the Independent Directors. The performance evaluation of each Independent Director was also carried out by the Board

# HARMONY CAPITAL SERVICES LIMITED

There are no observations which are carried by any of the director on evaluation of Board. Further, in the view of previous year's observation company has taken various steps as suggested by the directors.

## **23. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.

## **24. DISCLOSURES BY DIRECTORS**

None of the Directors of your Company is disqualified as per provisions of Section 164(2) of the Companies Act, 2013, as amended from time to time. Your Directors have made necessary disclosures to this effect as required under Companies Act, 2013, as amended from time to time.

## **25. COMMITTEES OF THE BOARD:**

Your Company has several committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of laws and statutes applicable to the Company.

The Company has following Committees namely:

- I. Audit Committee;
- II. Nomination and Remuneration Committee;
- III. Stakeholders' Relationship Committee;
- IV. Risk Management Committee.

The details with respect to the composition, powers, roles, terms of reference, etc. of the aforesaid committees are given in details in the "Report on Corporate Governance" of the Company which forms part of the Annual

## **26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186.**

There are no loans, Guarantees made under the provisions of Section 186 of the Companies Act, 2013 during the year. Further, pursuant to the provisions of section 186 (4) of the Act, the details of investments made by the Company are given in the Notes to the Financial Statements.

# HARMONY CAPITAL SERVICES LIMITED

## **27. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The details in respect of Internal Financial Control and their adequacy are included in the Management discussion & Analyses, which forms part of this Report.

## **28. NOMINATION & REMUNERATION POLICY**

The Company's Remuneration Policy has been disclosed in the Report on Corporate Governance which forms part of the Annual Report.

## **29. RECONCILIATION OF SHARE CAPITAL AUDIT**

As per the directive of Securities and Exchange Board of India, Kala Agarwal, Practicing Company Secretary, (CP No.: 5356), undertook the Reconciliation of Share Capital Audit on a quarterly basis and the reconciliation documents, for the year under review, have been duly uploaded on the website of the Stock Exchange.

## **30. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Vigil Mechanism of the Company, which also incorporates a Whistle Blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the task Force to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower policy of the Company is available on its website "[http://www.hcsl.co.in/code\\_of\\_conduct.php](http://www.hcsl.co.in/code_of_conduct.php)"

## **31. RISK MANAGEMENT**

The Company has adopted a Risk Management Policy wherein all material risks faced by the Company are identified and assessed. The Risk Management framework defines the risk management approach of the Company and includes collective identification of risks impacting the Company's business and documents their process of identification, mitigation and optimization of such risks. The Policy is uploaded on the website of the Company [http://www.hcsl.co.in/code\\_of\\_conduct.php](http://www.hcsl.co.in/code_of_conduct.php)

## **32. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V to the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 ( Listing Regulations), is presented in separate section forming part of the Annual Report.

# HARMONY CAPITAL SERVICES LIMITED

## **33. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTATION, PROHIBITION AND REDRESSAL ) ACT, 2013**

The Company has in place a policy for Prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. This Policy has been uploaded on the website of the Company. The Company has not received any complaint of sexual harassment during the Financial Year 2021-2022

## **34. AUDITORS.**

### **a. Statutory Auditors:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. D. Lodha & Associates., Chartered Accountants (Firm Registration No 135606W), were appointed as the Statutory Auditor of the Company to hold office from the Conclusion of the 24<sup>th</sup> Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company.

The Statutory Auditor have submitted a certificate stating that their appointment is in accordance with Section 139 read with Section 141 of the Companies Act.

The Audit Report forms a part of the Annual Report and the report does not contain any qualification, reservation, adverse remark or disclaimer.

### **b. INTERNAL AUDITOR:**

Pursuant to the provisions of Section 138 of the Companies Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, Ms. Dolly Kumari, Chartered Accountant, appointed by the Board of Directors to conduct internal audit reviews of the Company.

### **c. SECRETARIAL AUDITOR:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Shri Ghanshyam Soni Proprietor of M/s. G Soni & Associates, Company Secretary to undertake the Secretarial Audit of the Company for F.Y 2021-22. The Secretarial Audit report is annexed herewith as "Annexure A"

# HARMONY CAPITAL SERVICES LIMITED

## 35. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The Company has also implemented several best Corporate Governance practices as prevalent globally. The Report on Corporate Governance as stipulated under the Listing Regulations Forms an integral part of this Report. A Report on Corporate Governance along with a Certificate from the Statutory Auditors of the Company regarding the compliance of conditions of Corporate Governance as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this Report. The requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

## 36. PARTICULARS OF EMPLOYEES

The information required pursuant to section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are not applicable to the Company, as the Company has not employed any employees whose salary exceeds the prescribed limits.

## 37. LISTING OF THE COMPANY'S EQUITY SHARES

The Equity Shares of the Company are at present listed and traded with the Bombay Stock Exchange. The Company has paid listing fee to the Bombay Stock Exchange. There is no default in paying annual listing fees.

## 38. DISCLOSURE OF PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY

### ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2015 is furnished in as

Sr. No.	Conservation of Energy	Technology	Absorption	Foreign Exchange Earnings And Outgo	Remark
1	NIL	NIL	NIL	NIL	N.A

# HARMONY CAPITAL SERVICES LIMITED

## **39. Other disclosures/Reporting**

No disclosure or reporting is required in respect of the following items as there was no transaction on these items during the year under review:

- Issue of Equity Shares with or without differential rights as to Dividend, voting or otherwise
- Issue of Shares (including sweat equity shares) to Employees of the Company under any scheme
- None of the Directors including Managing Directors or Whole Time Directors of the Company received any remuneration or commission from any of the Company's subsidiaries
- No frauds has been reported by the Internal Auditors to the Audit Committee

## **40. Additional Information to shareholders**

All important and pertinent investor information such as financial results, press releases, project updates and other corporate announcements are made available on a regular basis on the website [www.nelholdings.in](http://www.nelholdings.in) of the Company.

## **41. IMPACT OF COVID-19 ON BUSINESS**

There has been no material impact on the business of the Company due to Covid-19 pandemic

## **42. ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation and acknowledgement with gratitude's for the support and assistance to the Company's Bankers, Shareholders and Customers. Your Directors place on record their deep sense of appreciation for the devoted services of the executives and staff at all levels of the Company, to the growth & success of the Company.

**BY ORDER OF THE BOARD**

**For HARMONY CAPITAL SERVICES LTD**

**ASUTOSH B. RAULO**  
**MANAGING DIRECTOR**  
**DIN: 1589574**

**PLACE: - MUMBAI.**

**DATE : - 12.08.2022**

# HARMONY CAPITAL SERVICES LIMITED

## **Annexure A** **SECRETARIAL AUDIT REPORT**

### **Form No. MR-3**

(For the financial year ended 31<sup>st</sup> March, 2022)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members of

**Harmony Capital Services Limited**

**Office No. 8A, 8th 470/B, N.M. Joshi Marg,**

**Floor, Astral Centre, Chinchpokli West,**

**Mumbai – 400011**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Harmony Capital Services Limited (CIN: L67120MH1994PLC288180) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, during the audit period covering the financial year ended on 31st March, 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of undernoted Acts, regulations and guidelines as applicable to the Company:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules madethereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **(Not Applicable).**



# HARMONY CAPITAL SERVICES LIMITED

- (v) The following Regulations and guidelines prescribed under Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable, since the Company did not issue any securities during the financial year under review)**;
  - (d) The Securities and Exchange Board of India (Share based employee Benefit) Regulation 2014 **(Not applicable to the Company during the Audit period)**;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable, since the Company has not issued any debt securities, during the financial year under review)**;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable, as the Company has not delisted its equity shares from any stock exchange during the financial year under review)**;
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable, as the Company has not bought any of its securities during the financial year under review)**;
  - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; **(Not applicable to the Company during the audit period)**
- (vi) We further report that with respect to the compliance of the below mentioned laws, we have relied on the representations made by the Company and its officers for system and mechanism framed by the Company for compliances under other the following Specific laws applicable as mentioned hereunder:
- (a) The Provident Funds Act.
  - (b) Food Safety and Standards Act, 2006 (Central Government).
  - (c) Shops & Establishments Act, 1973.
  - (d) Luxuries (in Hotels and Lodging House) Act, 1969.
  - (e) Lifts and Escalators Act, 1939 / Elevators and Lifts Act, 2002

## We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.

# HARMONY CAPITAL SERVICES LIMITED

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except as below.

1. The Company has failed to comply with the publication of newspaper advertisement as per Regulation 47 of LODR for the following:

a) Financial results, as specified in regulation 33 of LODR.

## **We further report that,**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings/Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance.
- A system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings/ Committee Meetings were taken with requisite majority.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** the compliance by the Company of applicable financial laws including but not limited to direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professional.

## **We further report that,**

**During the audit period, there were no instances of:**

- (i) Public/ Rights/ Preferential issue of shares/ debentures/ sweat equity, etc.;
- (ii) Redemption/ buy-back of securities;
- (iii) Foreign technical collaborations;
- (iv) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- (v) Merger / amalgamation / reconstruction, etc.

# HARMONY CAPITAL SERVICES LIMITED

We further report that during the audit period there were no specific events/actions having major bearing on Company's affair's in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc

Place: Mumbai  
Date: 12.08.2022  
UDIN: F012019D000789818

For G. Soni & Associates  
Company Secretaries

Ghanshyam Soni  
Proprietor  
FCS No. – 12019 C.P. No. – 17876

This report is to be read along with our letter annexed as **Annexure-A** and forms an integral part of this report.

# HARMONY CAPITAL SERVICES LIMITED

## ANNEXURE-A

To,  
The Members,  
Harmony Capital Services Limited  
Office No. 8A, 8th 470/B, N.M. Joshi Marg,  
Floor, Astral Centre, Chinchpokli West,  
Mumbai – 400011

Our Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2022 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records, based on our audit.
2. We have followed the audit practices and processes as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have relied on the audited financial statements of the Company for the correctness and appropriateness of financial records and Books of Accounts.
4. We have obtained the Management representation, wherever required, about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: 12.08.2022  
UDIN: F012019D000789818

For G. Soni & Associates  
Company Secretaries

Ghanshyam Soni  
Proprietor  
FCS No. – 12019 C.P. No. – 17876

# HARMONY CAPITAL SERVICES LIMITED

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members,  
Harmony Capital Services Limited  
CIN: L67120MH1994PLC288180  
Office No. 8A, 8<sup>th</sup> Floor, Astral Centre,  
470/B, N.M. Joshi Marg,  
Chinchpokli - West,  
Mumbai – 400011, Maharashtra

We, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of HARMONY CAPITAL SERVICES LIMITED a Company registered under Companies Act, 1956 having its registered office at Office No. 8A, 8<sup>th</sup> Floor, Astral Centre, 470/B, N. M. Joshi Marg, Chinchpokli – West, Mumbai- 400 011 (hereinafter referred to as the "Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal of the Ministry of Corporate Affairs as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated bellow for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No	Name of the Directors	DIN	Date of Appointment in the Company
1	Krishna Kumar Jhunjunwala	00335070	08/11/1994
2	Asutosh Bhaskar Raulo	01589574	09/11/2001
3	Balaji Bhagwat Raut	03604215	20/08/2011
4	Pooja Lalchand Kumawat	07158872	31/03/2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: 12.08.2022  
UDIN: F012019D000789831

For G. Soni & Associates  
Company Secretaries

Ghanshyam Soni  
Proprietor

FCS No. – 12019 C.P. No. – 17876

# HARMONY CAPITAL SERVICES LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2022 as stipulated under Regulation 34 (2) (e) read with Schedule VB of SEBI (LODR) Regulations 2015

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

The operational performance and future outlook of the business has been reviewed by the management based on current resources and future development of the Company

### Global Economy Overview

Early in 2021, some regions lifted restrictions and a few economies regained their pre-COVID-19 strength as the global economy began to recover from the COVID-19 pandemic. Vaccination initiatives were swift and effective in the majority of established economies, but took longer in a few developing and emerging countries. The global economy expanded by 6.1% in 2021, on the strength of consumer spending, investments, and international trade. Since the end of February 2022, the prolonged conflict between the Russian government and Ukraine has caused a humanitarian crisis. The conclusion of 2021 was marked by growing inflation, supply chain problems, and the gradual withdrawal of government assistance. Due to geopolitical tensions, ongoing Russia-Ukraine war, pandemic-related restrictions, income gaps, lingering supply chain issues, rising inflation, and increasing debt levels, the rate of global economic recovery is anticipated to decelerate in 2022. Consequently, in 2022 as well as in 2023, world economy growth is expected to reduce to 3.6%. It is projected that India, China, and other Southeast Asian nations would continue to contribute to the growth of global economy. Numerous governments tightened their monetary policies as inflationary pressures mounted. Significantly increased risks to the global economy growth have made policy tradeoffs more difficult. In this difficult environment, national-level policies and multilateral efforts will play an important role

# HARMONY CAPITAL SERVICES LIMITED

## Indian Economy Overview

In 2021, India continued to contribute significantly to the global economic recovery. In FY 2020-21, despite well-timed signed fiscal and monetary policy support, the COVID-19 outbreak led India's GDP to contract by 6.6%. India suppressed the third wave of COVID-19 while pursuing economic recovery with the aid of a quick vaccination Programme deployment and government backing. In FY 2021-22, the National Statistics Office (NSO) anticipates India's GDP growth reached to 8.7%, ranking India among the economies with the fastest growth. On account of its robust democracy and strategic alliances, India is anticipated to become one of the top three economic powers in the near future. Despite the fact that geopolitical tension has delayed India's economic progress, the nation has demonstrated incredible resilience in the face of such obstacles. According to a survey conducted by the RBI, the rate of GDP growth is anticipated to moderate to 7.2% in FY 2022-23 and 6.5% in FY 2023-24.

## SUBSIDIARY COMPANY.

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL.

## SEGMENT-WISE PERFORMANCE

The Company is engaged in investment activities and other financial services during the year under review, hence the requirement of segment-wise reporting is considered irrelevant

## OPPORTUNITIES AND THREATS

There are several large and profitable opportunities for Financial Companies and the sector plays an important role in the Indian financial system. The key is for the Financial Companies sector to grow in a prudent manner while focusing on financial innovation and in having in place, the adequate risk management systems and procedures before entering into risky areas. The regulator constantly endeavors to balance the multiple objectives of financial stability, consumer and depositor protection and regulatory arbitrage concerns.

The Company is amongst the few Financial Companies that offers a full range of Retail and Corporate products and services. A balance in the mix as a preferred partner for all financial needs of the customer. We believe our digital assets across social, mobile and web, providing reach, operating efficiency and improved customer experience will be an opportunity for us to capitalize on in the coming years.

# HARMONY CAPITAL SERVICES LIMITED

It will be critical to retain talent at the right cost for effectively building a high performance organization with an engaged and young workforce. Adequate funding at the right cost and tenure will be critical to achieve business growth.

## **Internal Financial control System and their Adequacy**

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below.

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable. These are in accordance with generally accepted accounting principles in India.

Your Company has a robust financial closure self-certification mechanism wherein the line managers certify adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

Your Company in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/ validate them as and when appropriate.

The Management periodically reviews the financial performance of your Company against the approved plans across various parameters and takes necessary action, wherever necessary.

## **Human Resource**

During the year under review there has been no material development on the Human Resource/Industrial Relations front during the year. The Company places significant importance to its human capital. The Company's focus is on recruitment of good talent and retention of the talent pool.

## **Risk & Concerns**

Risks are integral aspects of business. Evaluation of risk and its management becomes more important in the global scenario especially when the company is trying to penetrate the global markets. The management of your company consistently analyzes the various risks associated with the business and adopts relevant risk management practices to minimize the adverse impact of these risks both external and internal developments are assessed regularly. Fund raising both in the form of debt syndication, IPO, Rights, FCCB, ECB and other forms is dependent upon government policies, performance of capital markets, and central banks decisions. Also in this era of liquidity



# HARMONY CAPITAL SERVICES LIMITED

crunch and volatile capital markets, there is fair amount of liquidity and financial risk from the clients.

## **Future Outlook**

Your Company is being an investment Company seeks opportunities in the capital market. The volatility in stock indices represents both an opportunity and challenge for the Company. We continue to see significant in the market and will use periods of weakness as investment opportunities for long term. The effect of mark to market thereon have been taken into account for the year. The Company believes that it has taken into account the impact of known events arising out of COVID-19 pandemic in the preparation of financial results resulting out of fair valuation of these investments. However the impact assessment of COVID-19 is a continuing process given its nature and duration. The Company will continue to monitor for any material changes to future economic conditions.

## **Cautionary Statement:**

Statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the government regulations, tax laws and other statutes & other incidental factors

**BY ORDER OF THE BOARD**

**For HARMONY CAPITAL SERVICES LTD**

**ASUTOSH B. RAULO**  
**MANAGING DIRECTOR**  
**DIN: 1589574**

**PLACE: - MUMBAI.**  
**DATE : - 29.04.2022**

# HARMONY CAPITAL SERVICES LIMITED

## REPORT ON CORPORATE GOVERNANCE

Harmony Capital Services Limited is committed to strong Corporate Governance and believes in its indispensability in investor's protection. Integrity, transparency, accountability and compliance with laws are cemented in the Company's business practices to ensure ethical and responsible leadership both at the Board and at the Management level.

The report on Corporate Governance is prepared for the financial year ended 31<sup>st</sup> March, 2022 pursuant to Regulation 34(3) read with Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Harmony Capital Services Limited's ("The Company") philosophy on Corporate Governance is based on holistic approach not only towards its own growth but also towards maximization of benefits to the shareholders, employees, customers, government and also the general public at large. Transparency and accountability are the fundamental principles of sound Corporate Governance, which ensures that the organization is managed and monitored in a responsible manner for creating and sharing stakeholder's value.

The Corporate Governance framework ensures timely disclosure and share accurate information regarding the Company's financials and performance as well as its leadership and governance.

The Company is committed to good Corporate Governance and its adherence best practice at all times and its philosophy is based on five basic elements namely, Board's accountability, value creation, strategic-guidance, transparency and equitable treatment to all stakeholders

### CORPORATE GOVERNANCE GUIDELINES

The board has developed Corporate Governance Guidelines to help fulfill, our corporate responsibility towards our stakeholders. These guidelines ensure that the Board will have the necessary authority and processes in place to review and evaluate our operation when required. Further, these guidelines allow the Board to make decisions that are independent of the management. The Board may change these guidelines from time to time to effectively achieve our stated objectives.

# HARMONY CAPITAL SERVICES LIMITED

## **BOARD OF DIRECTORS**

### **A. The constitution of the Board**

The Board of Directors (“the Board”) of your Company is responsible for and is committed to sound principles of the corporate governance in the Company. The Board plays a crucial role in overseeing how the management serves the interest of the Shareholders and other Stakeholders. This belief is reflected in our governance practice, under which we strive to maintain an effective, informed and independent Board to ensure best practice.

As on 31<sup>st</sup> March 2022, the Board of Harmony capital services limited. Consists of 4 Directors, two of whom are non-executive and Independent. Shri K. K. Jhunjhunwala represents the Promoter group. Shri Asutosh Raulo is the Chairman and Managing Director of the Company.

According to Clause 49 of the Listing Agreement if the Chairman is an executive, at least half of the board should consist of non-executive, independent directors, this provision is now met at Harmony capital services Ltd. All non-executive directors are persons of eminence, and bring a wide range of expertise and experience to the Board.

As per statutory requirements, at least two third of the Board should consist of retiring directors Of these, one third are liable to retire by rotation every year and if eligible, offers themselves for reappointment subject to consent of members in meeting. Three directors in Harmony Capital services Ltd. will be retiring directors

### **B. Attendance record of directors**

The Company’s Governance Policy, which is in pursuance with the Listing Agreement, is strictly followed by the Board. The Board meets at regular intervals to discuss and decide on Company’s business policy along with the other Board business. However, in case of a special and urgent business need, the Board approval is taken by passing resolution by circulation, as permitted by law, which is then confirmed in the ensuing Board Meeting.

The composition of the Board and the attendance record of all the directors at the six Board meetings held during 2021-2022:

# HARMONY CAPITAL SERVICES LIMITED

Name of Director with DIN	Category	No. of Board Meetings Attended	Last Annual General Meeting Attended (Held on 30.09.2021)	No. of Shares held as on 31.03.2022
Asutosh Raulo DIN: 01589574	Chairman & MD	4	YES	1,14,900
Krishna Kumar Jhunjhunwala DIN: 00335070	Promoter and Executive Director	4	YES	1,00,000
Balaji Bhagwat Raut DIN: 03604215	Non-Executive – Independent Director	4	YES	NIL
Pooja Lalchand Kumawat DIN: 07158872	Non-Executive – Independent Director	4	YES	NIL

The Chairman briefs the Board at every meeting on the overall performance of the Company, followed by presentations by the Executive. The non-executive directors are also given opportunities to express their respective opinions. A detailed report is also placed at every Board Meeting. The Board also reviews:

- Compliance with statutory / regulatory requirements and review of major legal issues.
- Adoption of quarterly / half yearly / annual results.

### C. Outside Directorships and Membership of Board Committees.

As mandated by Regulation 26 of the SEBI (LODR) Regulations, 2015, none of the Directors are members of more than ten Board level Committees nor are they Chairman of more than five Committees in which they are members. The below table gives the details of the composition of the Board, attendance and details of Committee Memberships and Committee Chairmanships in other Companies.

Sr. No.	Name of Director	Listed Companies	Directorship in Other Companies	Membership of Board Committees
1	Asutosh Raulo	NIL	6	NIL
2	Krishna Kumar Jhunjhunwala	NIL	3	NIL
3	Balaji Bhagwat Raut	NIL	1	NIL
4	Pooja Lalchand Kumawat	NIL	NIL	NIL

# HARMONY CAPITAL SERVICES LIMITED

## D. Number of Board meetings held.

The Board of Director had met 4 (Four) times on the following dates: 10<sup>th</sup> June.,2021, 12<sup>th</sup> Aug.,2021, 29<sup>th</sup> Oct.,2021 and 28<sup>th</sup> Jan.,2022. The maximum gap between any two meetings was less than 4 months.

## E. Matrix setting out the skills/expertise/competence of the Board of Directors

The Directors of the Company possesses the following skills/ expertise/ competencies: - Compliance, Legal, Accounting, Finance, Consultancy, Marketing, Human Resources, Information Technology and hold expertise in various businesses like Broking & Distribution, Private Equity, Institutional Equities, Registered Valuation and Insolvency Resolution

## AUDIT COMMITTEE

### i. Constitution and Composition of the Audit Committee

Apart from all the matters provided in regulation 18 of SEBI( Listing obligations and disclosure requirements) Regulation, 2015 and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

### Powers & Roles of the Audit Committee:

The Powers of the Audit Committee has been based on the terms of reference made by the Board from time to time and as applicable under the Listing Regulations and as prescribed by the SEBI. Some of the powers enumerated below apart from the other prescribed under the Listing Regulations and the Companies Act, 2013:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

### Powers:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

# HARMONY CAPITAL SERVICES LIMITED

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit finding
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft Audit Report
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

# HARMONY CAPITAL SERVICES LIMITED

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

## **Composition:**

The Audit committee presently consists of two independent directors, Shri. Balaji Bhagwat Raut and Ms. Pooja Lalchand Kumawat. Shri. Balaji Bhagwat Raut has been designated as chairman of the committee.

## **Meetings and Attendance:**

The committee met 4 times on the following dates: 10<sup>th</sup> June.,2021, 12<sup>th</sup> Aug.,2021, 29<sup>th</sup> Oct.,2021 and 28<sup>th</sup> Jan.,2022 during the financial year ended March 31, 2022. The attendance record of the members at the meeting were as follows

Name of The Member	Designation	No of Meetings Attended
Balaji Bhagwat Raut	Chairman	4
Krishna Kumar Jhunjhunwala	Member	4
Asutosh Raulo	Member	4
Pooja Lalchand Kumawat	Member	4

# HARMONY CAPITAL SERVICES LIMITED

## **NOMINATION & REMUNERATION COMMITTEE**

In compliance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013, the Board has constituted the "Nomination and Remuneration Committee"

### **A. The terms of reference of the Nomination and Remuneration Committee are as follows:**

The role of the committee shall, inter-alia, include the following:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees. To determine the remuneration packages for Executive Directors including pension rights and any compensation payments. To determine the remuneration to Executive Directors as required under the Companies Act, 2013 and the Rules made there under.
- To formulate criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- To identify persons who are qualified to become Directors and who may be appointed in senior anagement in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- The Nomination and Remuneration Committee shall also function as Compensation Committee to look after the Compensation & Benefits of employees. The same committee shall also consider the benefit and administration of the ESOP or any other similar scheme under the Securities Exchange Board of India Guidelines as and when the same is considered by the Board.
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

### **B. Composition of the Nomination & Remuneration Committee.**

The nomination & remuneration committee for nomination & remuneration of executive directors presently consists of two independent Directors viz. Shri. Balaji Bhagwat Raut and Ms. Pooja Lalchand Kumawat. Shri. Balaji Bhagwat Raut has been designated as chairman of the committee



# HARMONY CAPITAL SERVICES LIMITED

## C. Meetings and Attendance.

There is Four meeting of remuneration committee was held on 10<sup>th</sup> June.,2021, 12<sup>th</sup> Aug.,2021, 29<sup>th</sup> Oct.,2021 and 28<sup>th</sup> Jan.,2022. As there were no significant changes in the existing structure/policy, which was required to be discussed.

Name of The Member	Designation	No of Meetings Attended
Balaji Bhagwat Raut	Chairman	4
Pooja Lalchand Kumawat	Member	4
Asutosh Raulo	Member	4

## D. Performance evaluation criteria for Independent Directors

The Nomination & Remuneration Committee has laid down the Performance Evaluation criteria of Independent Directors in terms of Regulation 19 read with Part D of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

## E. No Remuneration has been paid to Directors

## Shareholders/Investors Grievance Committee (Stakeholders Relationship Committee)

Shareholders/Investors Grievance Committee carries out the role of Stakeholders Relationship Committee in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations

In compliance with the provisions of the Act and the Listing Regulations, the Board has constituted the "Stakeholders' Relationship Committee".

The Stakeholders' Relationship Committee has been formed for the effective redressal of the investors' complaints, reviewing the activities of the share transfer committee and reporting of the same to the Board periodically.

### The term of reference of Stakeholder Relationship Committee, inter-alia includes the following:

- to approve requests for share transfers and transmissions.
- to oversee all matters encompassing the shareholders' / investors' related issues.
- Resolving the grievances of the security holders of the Company, including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

# HARMONY CAPITAL SERVICES LIMITED

- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Committee in order to meaningfully serve the purpose of its creation and effectively discharge its responsibility works in close coordination with the Secretarial Department of the Company and the Registrar and Transfer Agent appointed by the Company. The emphasis is always on working in closely with each other so that not only the investor grievances are resolved meaningfully and in time, to their utmost satisfaction, but also that suitable measures are taken to prevent the possibility of recurrence of such grievances.

## I. Composition and Meeting and Attendance of the Shareholders/Investors Grievance Committee (Stakeholder Relationship Committee)

The Shareholders/Investors Grievance Committee consists of three directors:

Name of The Member	Designation	No of Meetings Attended
Balaji Bhagwat Raut	Chairman	4
Pooja Lalchand Kumawat	Member	4
Shri Krishna Kumar Jhunjhunwala	Member	4

All valid shares transfers received during the year have been acted upon. Four meetings were held during the year 2021-22 on 10<sup>th</sup> June.,2021, 12<sup>th</sup> Aug.,2021, 29<sup>th</sup> Oct.,2021 and 28<sup>th</sup> Jan.,2022. All the Members were attended all the Meetings.

## II. Shareholder's Complaints during the financial year 2021-22.

The Investors can also raise complaints in a centralized web-based complaints redress system called "Scores". The Company uploads the action taken report on the complaints raised by the Shareholders on "Scores", which can be viewed by the Shareholder. The complaints are closed to the satisfaction of the Shareholder and SEBI. The details of complaints/requests etc., received and resolved during the Financial Year 2021-22 are as below.

# HARMONY CAPITAL SERVICES LIMITED

Sr. No.	Nature of Complaint	Pending as on 1-04-2021	Received during the year	Disposed off during the year	Pending as on 31-03-2022
1	NIL	0	0	0	0

### III. Name, designation and address of the Compliance Officer:

Ms. Ramdulari Saini  
 Compliance Officer  
 Office No. 8A, 8th Floor, Astral Centre,  
 470-B, N. M. Joshi Marg, Chinchpokli –West,  
 Mumbai – 400011.

### GENERAL BODY MEETINGS

#### Annual General Meeting (AGM)

Financial Year	Date	Time	Venue	Special Business at the General Meetings
2018-19	30.09.2019	11.00 A. M	OFFICE NO. 8A, 8 <sup>TH</sup> FLOOR, ASTRAL CENTRE, 470/B, N. M. JOSHI MARG, CHINCHPOKLI – WEST, MUMBAI – 400 011, MAHARASHTRA	No special business transacted
2019-20	30.09.2020	3.00 PM	through Video Conferencing("VC")/Other Audio Visual Means("OAVM")	No special business transacted
2020-21	30.09.2021	3.00 PM	through Video Conferencing("VC")/Other Audio Visual Means("OAVM")	No special business transacted

### Means of Communication

#### i. Quarterly and Annual Financial Results

The Unaudited Quarterly/Half Yearly Financial Results are announced within forty-five days of the close of the quarter. The Annual Audited Financial Results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations. The aforesaid financial results are

# HARMONY CAPITAL SERVICES LIMITED

sent to Bombay Stock Exchange Limited (BSE) after they are approved by the Board. Simultaneously, they are also put on the Company's website and can be accessed at [http://www.hcsl.co.in/quarterly\\_financial\\_information.php](http://www.hcsl.co.in/quarterly_financial_information.php)

## ii. Website

The Annual Report of the Company, the quarterly/ half yearly results, the annual results, presentations made to the Institutional Investors and Analysts of the Company, information required to be disclosed under Regulation 30(8) and 46 of the Listing Regulations are also placed on the Company's website [www.hcsl.co.in](http://www.hcsl.co.in)

## DISCLOSURES

### Related Party Transactions:

There were no related party transactions, pecuniary transactions made by the Company with its promoters, directors, management and their relatives, etc. that may have potential conflicts with the interest of the Company at large.

### CEO/CFO Certification:

As required by the Listing Regulation, the CEO and CFO Certification is provided in this Annual Report.

### Review of Directors' Responsibility Statement:

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2022 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

### Penalties and Structures:

No penalty or structure was imposed on the Company by any Stock Exchange, SEBI or other authority for non-compliance of any matter related the Capital Market.

## CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and Senior Management of the Company, All Board members and Senior Management personnel have affirmed their compliance with the code. A declaration to this effect is signed by the Chairman of the Board of Directors of the Company is given elsewhere in the Annual Report.

# HARMONY CAPITAL SERVICES LIMITED

## **Audit Qualifications**

Strategic decisions were taken during the year resulting in unqualified financial statements of the Company.

## **Training of Board Members**

The Company has not yet adopted any training programme for the members of the Board

## **Whistle Blower Policy**

The Company has established Whistle Blower Policy for its Directors and Employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and is displayed on Company's website at [http://www.hcsl.co.in/code\\_of\\_conduct.php](http://www.hcsl.co.in/code_of_conduct.php). The Company takes cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken. No personnel has been denied access to the Audit Committee of the Board of Directors of the Company.

## **Prevention of Insider Trading**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") the Company has in place Code of Internal Procedures and Conduct for Regulating, Monitoring, and Reporting of Trading by Designated Persons ("Code"), Code of Conduct for Fair Disclosures of Un-published Price Sensitive Information and Policy and Procedure for dealing with Leak or Suspected Leak of Unpublished Price Sensitive Information (UPSI), which may be accessed at [http://www.hcsl.co.in/code\\_of\\_conduct.php](http://www.hcsl.co.in/code_of_conduct.php) to deter the instances of insider trading in the securities of the Company based on the Un-published Price Sensitive Information.

## **Prevention of Sexual Harassment at Workplace Policy**

The Company has in place Prevention of Sexual Harassment at Workplace Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, Redressal) Act, 2013 and the Rules made thereunder. The Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of "Sexual Harassment" at workplace and is fully committed to uphold and maintain the dignity of every executive working in the Company. The Policy provides for protection against sexual harassment at workplace and for prevention and redressal of such complaints

## **Disclosure on Risk Management**

The Company has in place a Risk Management Policy. The Risk Management System is periodically reviewed and evaluated by the Audit Committee and Board of Directors

# HARMONY CAPITAL SERVICES LIMITED

## CEO/CFO Certification

As required under Regulation 17(8) of the Listing Regulations, a Certificate from Mr. Asutosh Raulo, Managing Director and Mr. Sunil Kataria Chief Financial Officer of the Company, on the Financial Statements of the Company is annexed to this report

## Disclosure with respect to Demat Suspense Account/ Unclaimed Suspense Account

During the year under review, there were no shares in Demat Suspense Account or Unclaimed Suspense Account of the Company

The quarterly shareholding pattern and the Corporate Governance Report of the Company are filed with BSE Ltd. through BSE Online Portal. They are also displayed on the Company's website under the tab "Investor Relations

## GENERAL SHAREHOLDERS INFORMATIONS ABOUT THE COMPANY

- A. Corporate Identity Number (CIN) : L67120MH1994PLC288180.
- B. Name of The Company: Harmony Capital Services limited
- C. Registered Office of Company: Office No. 8<sup>a</sup>, 8th Floor, Astral Centre, N. M. Joshi Marg, Chinchpokli-West, Mumbai – 400 011  
Tel No. 022-2300 1206
- D. Website: Website: [www.hcsl.co.in](http://www.hcsl.co.in)
- E. E-Mail ID: Email Id: [harmonycsl@yahoo.com](mailto:harmonycsl@yahoo.com)
- F. Financial Year : April 1, 2021 to March 31, 2022.
- G. Paid-up capital (₹) : ₹3,00,09,000
- H. Total Income (₹) : ₹5,12,602
- I. Total Profit after Tax (₹) : ₹(78,256)
- J. Does the Company has Subsidiary Co.: No
- K. Annual General Meeting  
Date: Thursday, 30<sup>th</sup> Sept 2022  
Time: AT 3.00 pm  
Venue: Pursuant to MCA Circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and January 13, 2022 and SEBI circular dated May 12, 2020 and January 15, 2022 the Annual General Meeting of the Company will be held through VC/OAVM and the Registered Office of the Company shall be the deemed venue for this Meeting Friday, 30<sup>th</sup> Sept 2022 at 3.00 pm  
At Office No. 8A, 8th Floor, Astral Centre, 470/B, N. M. Joshi Marg, Chinchpokli- West, Mumbai – 400 011

# HARMONY CAPITAL SERVICES LIMITED

- L. Dividend : No dividend is declared.
- M. Dates of Book Closure : The dates of book closure shall be from Friday, September 23, 2022 to Friday, September 30, 2022 (both days inclusive).
- N. Stock Code : The BSE Code of the Company. – 530055
- O. ISIN : INE264N01017
- P. Listing on Stock Exchanges : Your Company's equity shares are listed on the BSE Ltd. (Stock Exchange) as on March 31, 2022 at Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Fort, Mumbai 400 001. Listing fees for the Financial Year 2021-22 has been paid to the BSE Ltd. within the stipulated time
- Q. Share Transfer Agent : Link Intime India, 247 Park,C-101, 1St Floor, LBS Marg, Vikhroli(W), Mumbai – 400083.  
Tel. No. Tel: 022-4918 6000  
Fax: 022-4918 6060  
Email: [Mumbai@linkintime.co.in](mailto:Mumbai@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)
- R. Share Transfer System and the Scheme of transfer-cum-demat.  
Applications for transfer of shares held in physical form are received at the office of the Company. The Share Transfer Committee attends the share transfer formalities very frequently depending on the number of transfers and Company has appointed Registrar and Share Transfer Agent to Link Intime India, 247 Park,C-101, 1St Floor, LBS Marg, Vikhroli(W), Mumbai – 400083. for Share Transfer procedures.
- S. Dematerialization of Equity Shares  
The Company's shares are traded in dematerialized form. To facilitate trading in ematerialized form there are two depositories, i.e., National Securities Depository Limited. (NSDL) and Central Depository Services (India) Limited. (CDSL). The Company has entered into agreement with both these depositories. Shareholders can open account with any of the Depository Participants registered with any of these depositories. As on March 31, 2022 about 77.75% comprising 23,33,300 Equity Shares were in the dematerialized form

# HARMONY CAPITAL SERVICES LIMITED

T. Stock Market Data relating to Shares listed in India

The monthly high and low prices on Bombay Stock Exchange Limited during the financial year 2021-22 are as below:

## Stock price data at BSE

Sr. No.	Stock Price Data of BSE (Month wise)	High (₹)	Low (₹)
1	April 2021	N. T	N. T
2	May 2021	5.68	4.69
3	June 2021	N. T	N. T
4	July 2021	5.10	5.00
5	August 2021	5.00	4.75
6	September 2021	N. T	N. T
7	October 2021	N. T	N. T
8	November 2021	5.00	5.00
9	December 2021	5.25	5.00
10	January 2022	8.40	4.52
11	February 2022	11.75	8.82
12	March 2022	11.17	9.62

N. T stands for Not Traded

U. Address for Correspondence

Investors and shareholders can correspond with the registered office as well as corporate Address of the company at the following addresses:

Registered Office: Office No. 8A, 8<sup>th</sup> Floor, Astral Centre, 470-B,  
N. M. Joshi Marg, Chinchpokli -West, Mumbai - 400 011.

**BY ORDER OF THE BOARD**  
For HARMONY CAPITAL SERVICES LTD

**ASUTOSH B. RAULO**  
MANAGING DIRECTOR  
DIN: 1589574

PLACE: - MUMBAI.  
DATE : - 29.04.2022



# HARMONY CAPITAL SERVICES LIMITED

## DECLARATION BY THE CEO/MD UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING COMPLIANCE WITH CODE OF CONDUCT

### Managing Director's Certification Declaration on Code of Conduct

To,  
The Members of the Harmony Capital Services Limited

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year ended March 31, 2022

Asutosh Raulo  
Managing Director  
DIN: 1589574

Date : 29.04.2022  
Place: Mumbai

# HARMONY CAPITAL SERVICES LIMITED

## COMPLIANCE CERTIFICATE PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REGULATIONS), 2015

**The Board of Directors,  
Harmony Capital Services Limited**

We hereby certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2022 and to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls
4. We have indicated to the auditors and the Audit Committee that there is no
  - a) Significant changes in internal control during the year, if any;
  - b) Significant changes in accounting policies during the year and the same have been disclosed
  - c) in the notes to the financial statements, if any and
  - c) Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Asutosh Raulo  
Managing Director  
DIN: 01589574

Sunil Kataria  
Chief Financial Officer

Place: Mumbai  
Date: 29.04.2022

# HARMONY CAPITAL SERVICES LIMITED

## INDEPENDENT AUDITOR`S CERTIFICATE ON CORPORATE GOVERNANCE

To  
THE MEMBERS OF  
HARMONY CAPITAL SERVICES LIMITED,

1. We, D. Lodha & Associates, Chartered Accountants, the Statutory Auditors of **Harmony Capital Services Limited** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company for the year ended on March 31, 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

### Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

### Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

### Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2022.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For and on behalf of  
**D. Lodha & Associates.**  
Chartered Accountants  
F. R. No. 135606W

Dinesh Lodha  
Proprietor  
Membership No. 401118  
Place: Mumbai  
Date: 29.04.2022

# HARMONY CAPITAL SERVICES LIMITED

## INDEPENDENT AUDITORS' REPORT

To  
The Members of  
**HARMONY CAPITAL SERVICES LIMITED**

### Report on the standalone Ind. AS Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **Harmony Capital Services Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of Changes in Equity for the year then ended and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Standalone Financial Statement 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 Standalone 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 ("ICAI") together with the independent requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act 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 on the Standalone Financial Statement.

# HARMONY CAPITAL SERVICES LIMITED

## **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.

## **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the other information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or other information obtained during the course of our 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.

## **Management's and Board of Directors' Responsibility for the Standalone Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, Financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that

# HARMONY CAPITAL SERVICES LIMITED

were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Standalone 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the 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 Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. 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.
- ii. Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under the section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

# HARMONY CAPITAL SERVICES LIMITED

- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- iv. 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 ability of the Company 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.
- v. 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.
- vi. 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the Financial Year ended 31st march.,2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be

# HARMONY CAPITAL SERVICES LIMITED

communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, 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. **A.** 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 appears from our examination of those books;
  - c) The Balance Sheet, the Statement of profit and loss including other comprehensive income, the Statement of changes in equity and the cash flow Statement dealt with by this Report are in agreement with the books of account.;
  - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act,
  - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 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".
- B.** 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:
  - a. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements



# HARMONY CAPITAL SERVICES LIMITED

- b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d. i). no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
  - ii) no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries
  - iii) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis-statement
  - iv) In our opinion Company has complied with section 123 of the Companies Act,2013 with respect to dividend declared/paid during the year.
  - v) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

**FOR D. LODHA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.NO. 135606W**

**DINESH LODHA  
PROPRIETOR  
M. No. 401118  
UDIN: 22401118AIBPYS1888**

**PLACE : MUMBAI  
DATE : 29.04.2022**

# HARMONY CAPITAL SERVICES LIMITED

## **Annexure "A" to the Auditors' Report**

Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirement" of our Report of even date to the Standalone Ind. AS financial statements of Harmony Capital Services Limited for the year ended March 31, 2022)

We report That:

- I. (a) The Company has maintained proper records showing full particulars, including Quantitative details and situation of its Property, Plant and Equipment.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such Verification.
- (c) According to the information and explanations given to us, there are no immovable properties included in Property, Plant and Equipment of the Company. Accordingly, it is not applicable to the Company.
- (D) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- II. The Company is not a trading concern, primarily rendering other business activities. Accordingly, it does not hold any physical inventories. Thus, the paragraph of the Order is not applicable
- III. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained

# HARMONY CAPITAL SERVICES LIMITED

under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b), (c), (d), (e) and (f) of the order are not applicable to the

- IV.** During the year the company has not provided any loans, guarantees, advances and securities to the director of the company and the company is compliant provisions of section 185 and 186 of the Companies Act, 2013
- V.** The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable
- VI.** As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013
- VII.** (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues have been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.
- b).According to the information and explanations given to us, there is no amount payable in respect of income tax, GST, service tax, Provident Fund Employees State insurance, customs duty, and Cess whichever applicable, which have not been deposited on account of any disputes

# HARMONY CAPITAL SERVICES LIMITED

- VIII.** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year
- IX.** (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(9)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Act.
- X.** (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable

# HARMONY CAPITAL SERVICES LIMITED

- XI.** (a) According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- XII.** According to the information and explanations given to us the company is not a Nidhi Company. Therefore, clause (xii) of the order is not applicable to the company.
- XIII.** According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards (Ind AS).
- XIV.** (a). The company does have an internal audit system commensurate with the size and nature of its business. Reports of the Internal Auditors for the period under audit were considered by the statutory auditor
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- XV.** According to the information and explanations given to us the company has not entered into non-cash transactions with directors or persons connected with him
- XVI.** (a). The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

# HARMONY CAPITAL SERVICES LIMITED

- XVII.** The company has incurred cash losses of Rs. 76,622/- in the financial year and Rs. 5,75,073/- in the immediately preceding financial year
- XVIII.** There has been no instance of any resignation of the statutory auditors occurred during the year.
- XIX.** According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, 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 that the 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.
- XX.** (a) According to the information and explanations given to us there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not
- (b) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any ongoing project. Accordingly, clause 3(xx)(b) of the Order is not applicable.

**FOR D. LODHA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.NO. 135606W**

**DINESH LODHA  
PROPRIETOR  
M. No. 401118  
UDIN: 22401118AIBPYS1888  
PLACE : MUMBAI  
DATE : 29.04.2022**

# HARMONY CAPITAL SERVICES LIMITED

## **Annexure - B to the Independent Auditors' Report**

**Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

### **Opinion**

We have audited the internal financial controls with reference to standalone financial statements of Harmony Capital Services Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone Ind. AS financial statements of the Company for the year ended on that date.

In our opinion, 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, 2022, 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 "Guidance Note").

### **Management's Responsibility for Internal Financial Controls**

The Company's management 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 ('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 Companies Act, 2013 (hereinafter referred to as "the Act").

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of

# HARMONY CAPITAL SERVICES LIMITED

Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 with reference to standalone financial statements.

## **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 authorisations of management and directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the



# HARMONY CAPITAL SERVICES LIMITED

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.

**FOR D. LODHA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.NO. 135606W**

**DINESH LODHA  
PROPRIETOR  
M. No. 401118**

**PLACE : MUMBAI  
DATE : 29.04.2022  
UDIN : 22401118AIBPYS1888**

# HARMONY CAPITAL SERVICES LIMITED

## BALANCE SHEET AS ON 31.03.2022

(All amounts in Indian Rupees Thousands, except as otherwise stated)

PARTICULARS	NOTES NO.	AS ON 31.03.2022	ASON 31.03.2021
<b>I. ASSETS</b>			
<b>1. Non-current assets</b>			
a) Property, Plant and Equipment	2	9.38	11.47
b) Other Intangible Assets		-	-
c) Capital Work-In-Progress		-	-
d) Financial Assets			
i) Investments	3	1,916.45	1,916.45
ii) Loans		-	-
e) Deferred tax assets(net)		-	-
f) Other non-current assets		-	-
<b>Total Non-Current Assets</b>		<b>1,925.83</b>	<b>1,927.92</b>
<b>2. Current Assets</b>			
a) Inventories		-	-
b) Financial Assets			
i) Investments	3	10,322.25	10,195.76
ii) Trade Receivables		-	-
iii) Cash & Bank Equivalents	4	368.10	597.36
iv) Loans		-	-
c) Other current assets	5	692.00	511.82
<b>Total Current Assets</b>		<b>11,382.35</b>	<b>11,304.94</b>
<b>TOTA ASSETS</b>		<b>13,309.00</b>	<b>13,232.86</b>
<b>II. EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	6	30,009.00	30,009.00
b) Other Equity	7	(16,899.00)	(16,820.57)
<b>Total Equity</b>		<b>13,110.00</b>	<b>13,188.43</b>
<b>Liabilities</b>			
<b>1. Non-Current Liabilities</b>			
a) Financial Assets			
i) Borrowings		-	-
ii) Other Financial Liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>-</b>	<b>-</b>
<b>2. Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	8	150.00	-
ii) Trade Payables	9	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		0.54	6.56
c) Other current Liabilities	10	21.63	24.00
d) Deferred Tax Liability (Net)	11	3.00	2.88
e) Short-term provisions	12	23.00	11.00
<b>Total Current Liabilities</b>		<b>198.17</b>	<b>44.44</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>13,309.00</b>	<b>13,232.86</b>
Significant Accounting Policies	1		
Accompanying Notes to Accounts	15	-	-

The accompanying notes form an integral part of the standalone financial statements

AS PER OUR REPORT OF EVEN DATE ATTACHED  
FOR D. LODHA & ASSOCIATES  
CHARTERED ACCOUNTANTS

F. R. NO. 135606W

DINESH LODHA  
PROPRIETOR  
M. NO. 401118  
PLACE : MUMBAI.  
DATE : 29.04.2022

FOR AND ON BEHALF OF THE BOARD OF  
HARMONY CAPITAL SERVICES LIMITED

K. K. JHUNJUNWALA  
DIRECTOR  
DIN: 00335070

ASUTOSH RAULO  
MANAGING DIRECTOR  
DIN: 01589574

BALAJI B. RAUT  
DIRECTOR

SUNIL KATARIA  
CHIEF FINANCIAL OFFICER

# HARMONY CAPITAL SERVICES LIMITED

**HARMONY CAPITAL SERVICES LIMITED**  
**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2022**

(All amounts in Indian Rupees Thousands, except as otherwise stated)

PARTICULARS	NOTES NO.	YEAR ENDED	YEAR ENDED
		31.03.2022	31.03.2021
<b>I. Revenue from Operations</b>		-	-
<b>II. Other Income</b>	13	512.60	47.29
<b>III. TOTAL REVENUE (I+II)</b>		512.60	47.29
<b>IV. EXPENSES</b>			
Employee Benefits Expenses		120.00	120.00
Depreciation and amortisation Expenses		2.09	2.10
Other expenses	14	469.22	502.37
<b>TOTAL EXPENSES</b>		<b>591.32</b>	<b>624.46</b>
<b>V. Profit/(Loss) Before Exceptional items and Tax (III-IV)</b>		<b>(78.72)</b>	<b>(577.17)</b>
<b>VI. Exceptional Items</b>		-	-
<b>VII. Profit/(Loss) Before Tax (V-VI)</b>		<b>(78.72)</b>	<b>(577.17)</b>
<b>VIII. Tax expense:</b>			
Current Tax Charge		-	-
Deferred Tax Charge		(0.46)	(0.40)
Tax in respect of earlier years		-	(137)
<b>IX Profit/(Loss) for the year ( VII-VIII)</b>		<b>(78.26)</b>	<b>(575.40)</b>
<b>X Other Comprehensive Income</b>		-	-
<b>XI Total Comprehensive Income/(Loss) for the year (IX+X)</b>		<b>(78.26)</b>	<b>(575.40)</b>
<b>XII Earnings per equity share:</b>			
(1) Basic		(0.03)	(0.19)
(2) Diluted		(0.03)	(0.19)
<b>Face value per Equity Share</b>		<b>10.00</b>	<b>10.00</b>
Significant Accounting Policies	1		
Accompanying Notes to Accounts	15		

The notes form an integral part of these financial statement  
AS PER OUR REPORT OF EVEN DATE ATTACHED  
FOR D. LODHA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F. R. NO. 135606W

FOR AND ON BEHALF OF THE BOARD OF  
HARMONY CAPITAL SERVICES LIMITED

DINESH LODHA  
PROPRIETOR  
M. NO. 401118  
PLACE : MUMBAI.  
DATE : 29.04.2022  
UDIN : 2240118AIBPYS1888

K. K. JHUNJHUNWALA  
DIRECTOR  
DIN : 00335070

ASUTOSH RAULO  
MANAGING DIRECTOR  
DIN : 01589574

BALAJI B. RAUT  
DIRECTOR  
DIN : 03604215

SUNIL KATARIA  
CHIEF FINANCIAL OFFICER

# HARMONY CAPITAL SERVICES LIMITED

## HARMONY CAPITAL SERVICES LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2022

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
<b>A) Cash Flow from Operating Activities</b>		
Net Profit before Tax	(78.72)	(577,168.00)
Adjustments for:		
Depreciation and amortisation	2.09	2,095.00
Loss on sale of Fixed Assets	-	-
Interest Paid	-	-
<b>Operating Profit Before Working Capital Changes</b>	<b>(76.62)</b>	<b>(575,073.00)</b>
<b>Changes in working capital</b>		
Adjustments for:		
(Increase) / Decrease in Short Term Loans and Advances	-	-
(Increase) / Decrease in Long Term Loans and Advances	-	-
Increase / (Decrease) in Trade Payable	(6.02)	6,341.00
(Increase)/Decrease in Trade Receivable	-	-
(Increase)/Decrease in Other Current Assets	(103,632.18)	(100,967.00)
Increase / (Decrease) in Other Current Liabilities	(2.38)	14,000.00
Increase / (Decrease) in Short Term Provisions	12.00	(33,500.00)
Increase / (Decrease) in Long Term Provisions	-	-
(Increase) / Decrease in Non- Current Investments	-	-
(Increase) / Decrease in Current Investments	(126.49)	417,825.00
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(103,831.69)</b>	<b>(271,374.00)</b>
Income tax Paid	(103,452.00)	(47,132.00)
<b>Net cash generated from operating activities</b>	<b>(379.69)</b>	<b>(224,242.00)</b>
<b>B. Cash Flow from Investing Activities</b>		
Sale of Property, Plant and equipment	-	-
Purchase of property, plant and equipment	-	-
Shares received against Share Application Money	-	-
<b>Net Cash Flow Used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Issue of Equity Shares	-	-
Proceeds of Short Term and Long Term Borrowings	-	-
Repayment of Short Term/Long Term Borrowings	150.00	-
Interest	-	-
Dividend Paid	-	-
<b>Net Cash Flow from Financing Activities</b>	<b>150.00</b>	<b>-</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(229.69)</b>	<b>(224,244.00)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>597,365.00</b>	<b>821,609.00</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>597,136.14</b>	<b>597,365.00</b>
<b>Cash and Cash Equivalents Comprise</b>		
Cash on Hand	332.26	272.94
Balance with Bank, Current Account	35.84	324.42
	<b>368.10</b>	<b>597.36</b>

FOR D. LODHA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F. R. NO. 135606W

FOR AND ON BEHALF OF THE BOARD OF  
HARMONY CAPITAL SERVICES LIMITED

DINESH LODHA  
PROPRIETOR  
M. NO. 401118  
PLACE : MUMBAI.  
DATE : 29.04.2022  
UDIN: 22401118A1BPYS1888

K. K. JHUNJHUNWAL ASUTOSH RAULO  
DIRECTOR MANAGING DIRECTOR  
DIN: 00335070 DIN: 01589574

BALAJI B. RAUT SUNIL KATARIA  
DIRECTOR CHIEF FINANCIAL OFFICER  
DIN: 03604215

REGD. OFF.: OFFICE NO. 8A, 8<sup>TH</sup> FLOOR, ASTRAL CENTRE, 470/B, N. M. JOSHI MARG, CHINCHPOKLI- WEST, MUMBAI - 400 011.

# HARMONY CAPITAL SERVICES LIMITED

## ANALYTICAL RATIOS

Ratio's	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
(a) Current ratio (in times)	Current Asset	Current Liabilities	57.44	254.42	-77.42%	Note 1
(b) Debt-equity ratio (in times)	Debt	Shareholders equity	0.01	NA	NA	NA
(c) Debt service coverage ratio (in times)	Earnings for Debt Service	Debt Service	NA	NA	NA	NA
(d) Return on equity ratio (in %)	Net Profits after taxes	Average shareholders equity	-0.60%	-4.36%	-86.32%	Note 2
(e) Inventory turnover ratio (in times)	COGS	Avg Inventory	NA	NA	NA	NA
(f) Trade receivables turnover ratio (in time)	Revenue from operations	Average trade receivables	NA	NA	NA	NA
(g) Trade payables turnover ratio (in times)	Other expenses	Average trade payables	NA	NA	NA	NA
(h) Net capital turnover ratio (in times)	Revenue from operations	Working Capital	NA	NA	NA	NA
(i) Net profit ratio (in %)	Surplus/ (Deficit) for the year	Revenue from operations	NA	NA	NA	NA
(j) Return on capital employed (in %)	Surplus/ (Deficit) for the year	Capital Employed	-0.26%	-1.92%	-86.40%	Note 2
(k) Return on investment (in %)	Income generated from treasury Investments	Average invested funds in treasury investments	4.21%	0.36%	1057.29%	Note 3

### **Note :**

1. Due to increase in Current Liabilities on account of Short Term Borrowings in the current year as compared to previous year.
2. Due to increase in other Income and decrease in overall Expenses in the current year as compared to previous year.
3. Due to significant increase in the Income from Investments on account of Capital gains on sale of Investments in the current year as compared to the previous year.

# HARMONY CAPITAL SERVICES LIMITED

## NOTES TO THE FINANCIAL STATEMENT

(All amounts in Indian Rupees Thousands, except as otherwise stated)

### Statement of Changes In Equity

For the Year Ended March 31, 2022

#### A. Equity Share Capital

Particulars	No. of Shares	Amount
Equity shares of Rs. 10 each issued, subscribed and fully paid		
As at April 2020	3,000,900	3,000,900
Changes in Equity Share Capital during the year	-	-
As at April 2021	3,000,900	3,000,900
Changes in Equity Share Capital during the year	-	-
As at 31st March 2022	3,000,900	3,000,900

Particulars	No. of Shares	Amount
Equity shares of Rs. 10 each issued, subscribed and fully paid		
As at April 2020	3,000,900	-
Changes during the year	-	-
As at 31st March 2021	3,000,900	-

#### B. Other Equity

Particulars	Securities Premium	Capital Reserve	Retained Earnings	Total Other Equity
Balance at 01 April 2021	0.00	0.00	(16,820.57)	(16,820.57)
Profit/(loss) for the year	-	-	(78.26)	(78.26)
Other Comprehensive Income/(expense) [Net of Tax]	-	-	-	-
<b>Total Comprehensive Income for the year</b>	-	-	(78.26)	(78.26)
Issue of Equity shares and warrants	-	-	-	-
Transfer within Equity	-	-	-	-
Balance at 31st March 2022	-	-	(16,898.83)	(16,898.83)

Particulars	Securities Premium	Capital Reserve	Retained Earnings	Total Other Equity
Balance at 01 April 2020	0.00	0.00	(16,245.17)	(16,245.17)
Profit/(loss) for the year	-	-	(575.40)	(575.40)
Other Comprehensive Income/(expense) [Net of Tax]	-	-	-	-
<b>Total Comprehensive Income for the year</b>	-	-	(575.40)	(575.40)
Issue of Equity shares and warrants	-	-	-	-
Transfer within Equity	-	-	-	-
Balance at 31st March 2021	-	-	(16,820.57)	(16,820.57)

The notes form an integral part of these financial statement

AS PER OUR FOR AND ON BEHALF OF THE BOARD OF

FOR D. LODHA & ASSOCIATES

HARMONY CAPITAL SERVICES LIMITED

CHARTERED ACCOUNTANTS

F. R. NO. 135606W

DINESH LODHA  
PROPRIETOR  
M. NO. 401118  
PLACE : MUMBAI.  
DATE : 29.04.2022

K. K. JHUNJHUNWALA  
DIRECTOR  
DIN: 00335070

ASUTOSH RAULO  
MANAGING DIRECTOR  
DIN: 01589574

BALAJI B. RAUT  
DIRECTOR  
DIN: 03604215

SUNIL KATARIA  
CHIEF FINANCIAL OFFICER

# HARMONY CAPITAL SERVICES LIMITED

## **NOTES TO THE STANDALONE FINANCIAL STATEMENTS** **FOR THE YEAR ENDED 31 MARCH 2022**

### **NOTE NO. 1**

#### **1. Corporate Information :-**

HARMONY CAPITAL SERVICES LIMITED (The Company) is a public Limited Company incorporated in India under the provision of Companies Act 1956 on 19th day of September 1994 and is domiciled in India. The Company's Shares are listed in Bombay Stock Exchange. The registered office of the Company is located at Office No. 8A, 8<sup>th</sup> Floor, Astral centre, 470/B, N. M. Joshi Marg, Chinchpokli- West, Mumbai – 400 011.

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **2. Statement of Compliance**

These standalone financial statements (hereinafter referred to as "financial statements") are prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 ("the Act"), amendments thereto and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India ("SEBI"), as applicable. The standalone financial statements were authorised for issue in accordance with a resolution passed at the meeting of the Board of Directors held on April 29, 2022.

#### **3. Basis of Preparation of Financial Statement:-**

These standalone financial statements have been prepared on historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortized cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the

# HARMONY CAPITAL SERVICES LIMITED

Realisation in cash and cash equivalents of the consideration for such services rendered

The statement of cash flows have been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents

#### **4. Functional and Presentation Currency**

The standalone financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the company and the currency of the primary economic environment in which the Company operates. All the figure have been rounded off to the nearest ₹in Thousand, unless otherwise indicated.

#### **5. Use of Estimates and Judgment:-**

The preparation of Ind. AS financial statements in conformity with the Accounting Standards generally accepted in India requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses during the reporting period. Differences between actual results and estimated are recognized in the period in which the results are materialized.

#### **6. Segment Reporting:-**

The Company has only one business segment i.e investment in shares

#### **7. Revenue Recognition:-**

Revenue is recognized only when risk and rewards incidental to ownership are transferred to the customer/client it can be reliably measured and it is reasonable to expect ultimate collection

#### **8. PROVISIONS:**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to



# HARMONY CAPITAL SERVICES LIMITED

settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates

## 9. Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

## 10. Depreciation

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

## 11. Income Tax

Income Tax Expense comprises Current and Deferred Tax. Current Tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current Income Taxes are recognised under 'Income Tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance. Deferred Tax is recognised using

# HARMONY CAPITAL SERVICES LIMITED

the Balance Sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

## 12. Financial assets measured at fair value

Financial assets are measured at 'Fair value through other comprehensive income' (FVOCI) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments. Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at 'Fair value through the statement of profit and loss' (FVPL).

## 13. CASH AND CASH EQUIVALENT

Cash Flow Statement has been prepared in accordance with the Indirect method prescribed in Ind AS 7 'Statement of Cash Flows'

# HARMONY CAPITAL SERVICES LIMITED

## HARMONY CAPITAL SERVICES LIMITED

### NOTES TO THE FINANCIAL STATEMENT

#### NOTE 2 :- PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 01.04.2021 (Rs.)	Additions During the Year (Rs.)	Deletion During the Year (Rs.)	As at 31.03.2022 (Rs.)	As at 1.04.2021 (Rs.)	Providing During the Year (Rs.)	As at 31.03.2022 (Rs.)	As at 31.03.2022 (Rs.)	As at 31.03.2021 (Rs.)
<u>Tangible Assets</u>									
<u>BLOCK - I</u>									
Equipments	19.99	-	-	19.99	8.52	2.09	10.61	9.38	11.47
GRAND TOTAL AS ON 31.03.2022	19.99	-	-	19.99	-	2.09	10.61	9.38	-
GRAND TOTAL AS ON 31.03.2021	19.99	-	-	19.99	-	2.10	8.52	11.47	-

# HARMONY CAPITAL SERVICES LIMITED

**HARMONY CAPITAL SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENT**

(All amounts in Indian Rupees Thousands, except as otherwise stated)

**NOTE 3 - INVESTMENTS**

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
<b>NON-CURRENT</b>		
<u>Unquoted Shares</u>		
i) Unquoted Shares and Securities	1,749.95	1,749.95
ii) Advance against Property	166.50	166.50
<b>TOTAL ( I ) :-</b>	<b>1,916.45</b>	<b>1,916.45</b>
<b>CURRENT</b>		
<u>Quoted Shares and Securities</u>	10,322.25	10,195.76
(Total Market Value Rs. 11731434/-) (Previous Year 10084584.5/-)		
<b>TOTAL ( II ) :-</b>	<b>10,322.25</b>	<b>10,195.76</b>
<b>TOTAL INVESTMENTS</b>	<b>12,238.70</b>	<b>12,112.21</b>

**NOTE 4 - CASH AND BANK EQUIVALENTS**

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
<b>Cash and Cash Equivalents</b>		
a) Cash on Hand	332.26	272.94
b) Balances in Current Accounts with Scheduled Bank	35.84	324.42
<b>TOTAL :-</b>	<b>368.10</b>	<b>597.36</b>

**NOTE 5 - OTHER CURRENT ASSETS**

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
Balances with Government Authorities	149.21	45.76
Claims and other receivable	541.37	465.56
Deposit	0.50	0.50
<b>TOTAL :-</b>	<b>692.00</b>	<b>511.82</b>

# HARMONY CAPITAL SERVICES LIMITED

## HARMONY CAPITAL SERVICES LIMITED NOTES TO THE FINANCIAL STATEMENT

(All amounts in Indian Rupees Thousands, except as otherwise stated)

### NOTE 6 - EQUITY SHARE CAPITAL

#### A. Equity Share Capital

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
<b>Authorised</b> 35,00,000(35,00,000) Equity Shares of Rs. 10/- each.	35000.00	35000.00
<b>Issued, Subscribed &amp; paid up</b> 30,00,900 (30,00,900) Equity Shares of Rs. 10/- each fully paid up.(Each Share Carrying 1Voting Rights)	30009.00	30009.00
<b>TOTAL :-</b>	<b>30,009</b>	<b>30,009</b>

#### B. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
Equity Shares outstanding at the beginning of the year	3,000,900	3,000,900
Equity Shares issued during the year pursuant to Exercise of ESOSs/ESPPs	-	-
Equity shares at the end of the year	3,000,900	3,000,900

#### C. Details of shares held by each shareholder holding more than 5% equity shares:

NAME OF SHAREHOLDER	AS AT 31.03.2022	AS AT 31.03.2021
Jhunjhunwala Finance pvt. Ltd	1,155,000 38.49%	1,155,000 38.49%

#### D. Disclosure of Shareholding of Promoters:

Name of the Promoter	As at		As at		% change during the Year
	No. of Shares	% holding	No. of Shares	% holding	
JHUNJHUNWALA FINANCE PRIVATE LTD	1155000	38.4885	1155000	38.4885	0.00%
SHEKHAWATICORPORATE SERVICES PRIVATE LIMITED	132700	4.6653	132700	4.6653	0.00%
RAVIKANT JHUNJHUNWALA	140000	4.42	140000	4.42	0.00%
KRISHNA KUMAR JHUNJHUNWALA	100000	3.33	100000	3.33	0.00%
K K Jhunjhunwala HUF	5000	0.17	5000	0.17	0.00%
NIRMALA JHUNJHUNWALA	100000	3.33	100000	3.33	0.00%
<b>TOTAL :-</b>	<b>1632700</b>	<b>54.4038</b>	<b>1632700</b>	<b>54.4038</b>	-

### NOTE 7 - OTHER EQUITY :-

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
a) Securities Premium	-	-
b) General Reserve	-	-
c) Capital Reserve	-	-
d) Surplus		
Profit & Loss A/c		
Opening Balance	(16,820.57)	(16,245.17)
Add : Transferred from P & LA/c	(78.26)	(575.40)
<b>TOTAL :-</b>	<b>(16,898.83)</b>	<b>(16,820.57)</b>

### NOTE 8 - SHORT -TERM BORROWING

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
Unsecured Loans From Related Parties	150.00	0.00
<b>TOTAL :-</b>	<b>150.00</b>	<b>0.00</b>

# HARMONY CAPITAL SERVICES LIMITED

## HARMONY CAPITAL SERVICES LIMITED

### NOTES TO THE FINANCIAL STATEMENT

(All amounts in Indian Rupees Thousand, except as otherwise stated)

#### NOTE 9 :- TRADE PAYABLES

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
<b><u>CREDITORS FOR MATERIAL &amp; EXPENSES</u></b>		
- Total Outstanding dues of micro enterprises and small enterprises	-	-
- Total Outstanding dues of creditors other than micro enterprises and small enterprises	0.54	6.56
<b>TOTAL :-</b>	<b>0.54</b>	6.56

#### Trade Payables Ageing Schedule

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	0.54	-	-	-	0.54
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

#### NOTE 10 :- OTHER CURRENT LIABILITIES

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
Audit Fees Payable	-	-
Outstanding Payable (Expenses)	21.63	24.00
<b>TOTAL :-</b>	<b>21.63</b>	24.00

# HARMONY CAPITAL SERVICES LIMITED

**HARMONY CAPITAL SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENT**  
 (All amounts in Indian Rupees Thousand, except as otherwise stated)

**NOTE 11:- DEFERRED TAX LIABILITY (NET)**

Sr	Particulars	31.03.2022						Reason for Non provision
		As per Books	As per IT Act	Difference	Tax effect	[DTA] / DTL		
1	Opening Deferred Tax Account						(2.88)	
	Total Unabsorbed Losses							
	Depreciation	2	0	(2)	(0)	0	0	
		2	0	(2)	(0)	0		
		2	0	(2)	(0)	0	(2)	

# HARMONY CAPITAL SERVICES LIMITED

**HARMONY CAPITAL SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENT**

(All amounts in Indian Rupees Thousands, except as otherwise stated)

**NOTE 12 - SHORT -TERM PROVISIONS**

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
Audit Fees Payable	22.50	11.00
<b>TOTAL :-</b>	<b>22.50</b>	<b>11.00</b>

**NOTE 13 - OTHER INCOME**

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
Dividend	135.05	144.00
Capital Gain on Sale of Investment	377.56	(99.8)
Others	-	2.47
<b>TOTAL :-</b>	<b>512.60</b>	<b>47.29</b>

**NOTE 14 - OTHER EXPENSES**

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
Audit Fees	11.50	11.50
Accounting Charges	11.00	11.00
Bank Charges	0.74	0.44
Conveyance	0.39	1.66
Demate Charges	0.67	0.97
Listing & other Fee (BSE)	300.00	300.00
NSDL/CDSL Fee	35.79	35.79
Office Expenses	0.30	0.92
Other Charges	53.21	57.66
Post & Courier	-	0.49
Printing & Stationary	-	0.46
Legal & Professional Fees	34.50	57.00
ROC Filing Fees	5.40	12.40
Software and Website Charges	5.60	5.60
Telephone Exp	6.69	5.56
Transaction Charges	3.45	0.92
<b>TOTAL :-</b>	<b>469.22</b>	<b>502.37</b>



# HARMONY CAPITAL SERVICES LIMITED

## NOTE NO. 15 NOTES FORMING PART OF THE FINANCIAL STATEMENTS: -

### i. Payment to Auditors :-

	<u>As at 31.03.2022</u>	<u>As at 31.03.2021</u>
	(Rs.)	(Rs.)
a) Audit Fees	11500	11500
b) Tax Audit Fees	NIL	NIL
c) Certification and Taxation matter	NIL	NIL
	-----	-----
	11500	11500
	=====	=====

### ii. Managerial Remuneration: -

Director Salary	NIL	NIL
Director Sitting Fees	NIL	NIL
	-----	-----
	NIL	NIL
	=====	=====

iii. **Contingent Liabilities** :- --- NIL --- --- NIL ---

iv. **Earnings Per Share (As per Ind. AS )** --- NIL --- --- NIL ---

### v. Taxes on Income

In terms of Ind. AS on "Accounting for taxes of Income" as notified by the Companies (accounting standard) Rules, 2006 the Company has recognized Deferred Tax Assets Rs. (401)/- for the year ended 31<sup>st</sup> March, 2022 in the Profit & Loss A/c.

The accumulated balance in Net Deferred Tax Liability/ (Assets) comprises of:-

Particulars	Deferred Tax Liability/ (Asset) as at 1 <sup>st</sup> April 21 (Rs.)	Current Year change (Rs.)	Deferred Tax Liability/ (Asset) as at 31 <sup>st</sup> March 22 (Rs.)
Difference between Book & Tax	2875	(461)	2414
Deferred Tax Liability/ (Assets)	NIL	NIL	NIL

# HARMONY CAPITAL SERVICES LIMITED

vi. Information pursuant to para 5(viii) of the General Instructions to the Statement of Profit and Loss

- Foreign Exchange Earnings & Outgo : NIL

Particulars	2021 – 2022 (Amt. In Rs.)	2020 – 2021 (Amt. In Rs.)
Earning and Expenditure in Foreign currency	Nil	Nil

vii. No Dividend declared in the current year.

viii. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED ACT, 2006)

As required to be disclosed under Micro, Small & Medium Enterprises Development Act, 2006 and to the extent such parties are identified on the basis of information available with the Company, there are no Micro enterprises or Small Scale enterprises to whom the Company owes any due which are outstanding for more than 45 days as at 31<sup>st</sup> March 2022

ix. In the opinion of the board of Directors any of the financial and Non-Financial current assets, Loan and Advances etc. have value on realization in ordinary course of business at least equal to the amounts at which they are stated.

x. Figure of previous quarter/year have been regrouped/rearranged wherever necessary.

xii. The Accumulated Losses of the company as at end of the financial year have resulted in erosion of more than fifty per cent of its net worth.

# HARMONY CAPITAL SERVICES LIMITED

## xiii. Earnings Per Share

The Calculations of Earning per Share (EPS) (Basic and diluted) are based on the earning and number of shares as computed Below:

<b>Sr. No</b>	<b>Particulars</b>	<b>31<sup>st</sup> March 2022</b>	<b>31<sup>st</sup> March 2021</b>
i)	Profit/(Loss) after tax	(78,256)	(5,75,397)
a)	Number of shares at the beginning of the period	30,00,900	30,00,900
b)	Number of shares at the end of the period	30,00,900	30,00,900
c)	Weighted average number of shares outstanding during the period	30,00,900	30,00,900
ii)	Basic Earnings Per Share (In Rs.)	0	0
iii)	Diluted Earnings Per Share (In Rs.)	0	0
iv)	Face Value per Equity Share (In Rs.)	10	10

The Company does not have any dilutive potential equity shares. Consequently, the basic and diluted earnings per share of the Company remain the same.

### SIGNATURE TO NOTES 1 TO 15

AS PER OUR REPORT ON EVEN DATE ATTACHED

FOR D. LODHA & ASSOCIATES

CHARTERED ACCOUNTANTS

F. R. NO. 135606W

DINESH LODHA  
(PROPRIETOR)

M. NO. 401118

PLACE: - MUMBAI.

DATE :- 29.04.2022

UDIN: 22401118AIBPYS1888

FOR AND ON BEHALF OF THE BOARD

HARMONY CAPITAL SERVICES LTD.

K. K. JHUNJHUNWALA  
DIRECTOR  
DIN: 00335070

ASUTOSH RAULO  
MANAGING DIRECTOR  
DIN: 01589574

BALAJI B. RAUT  
DIRECTOR  
DIN: 03604215

SUNIL KATARIA  
CHIEF FINANCIAL OFFICE

# HARMONY CAPITAL SERVICES LIMITED

## REGISTRATION OF E-MAIL ADDRESS FORM

(In terms of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively issued by Ministry of Corporate Affairs)

LINK INTIME INDIA PRIVATE  
C-101, 247 PARK, L. B. S. MARG.  
VIKROLI- WEST, MUMBAI-400 083

I/We Shareholder(s) of Harmony Capital Services Limited hereby accord my/our approval to receive documents viz. Annual Reports, Notices of General Meeting /Postal Ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in the electronic mode. I/We request you to note my/our latest email address, as mentioned below. If there is any change in the e-mail address. I/We will promptly communicate the same to you. I/We attach the self attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No.	
Name of the First/Sole Shareholder	
Name of the Joint Shareholder(s) if any	
Registered Address	
E-mail Address (to be registered)	

Place:  
Date:

\_\_\_\_\_  
(Signature of Shareholder/s)

For Shares in dematerialized mode you are requested to register your E-mail address and/or changes therein from time to time with your Depository Participant.