

HARMONY CAPITAL SERVICES LTD.

(CIN: L67120MH1994PLC288180)

Reg. Off: Office No. A- 405, 4th Floor, A Wing, 215 Atrium Co-Operative Premises Society Ltd.,
Andheri Kurla Road, Andheri (East), Chakala Midc, Mumbai 400093, Maharashtra, India
Tel.: 9769798932, Web Site: www.hcsl.co.in, E-mail: harmonycapital03@gmail.com

To

Date: 06.03.2024

The Manager, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400001	Symbol: HRMNYCP Scrip Code: 530055
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Subject: - Notice of Postal Ballot- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/ Madam,

Further to the outcome of meeting of the Board of directors of the Company dated 02nd March, 2024, we hereby enclose a copy of the postal ballot notice dated 02nd March, 2024 ("Postal Ballot Notice"). Postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 01st March, 2024 (“Cut-off date”).

The Company has engaged the services of Link Intime India Private Limited (“LI IPL”) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 A.M. (IST) on Thursday, March 07, 2024 and ends at 5.00 P.M. (IST) on Friday, April 05, 2024. The e-voting module shall be disabled by LI IPL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company’s website www.hcsl.co.in and on the website of LI IPL <https://www.linkintime.co.in/>.

You are requested to kindly take the above information on record.

This is for your information and records.

Thanking you,

Yours faithfully,

**For and on behalf of
Harmony Capital Services Limited**

**Jatinder Bagga
Managing Director & CFO
DIN: 10531062**

Encl: As above

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014]

To,

The Members of **Harmony Capital Services Limited**

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), that the special business as set out below is proposed to be passed by the Members of Harmony Capital Services Limited (“Company”) through Postal Ballot by voting through electronic means (“remote e-voting”) and Postal Ballot Form.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only (“E-voting”). The Company has provided e-voting facility to its members and has engaged Link Intime India Pvt. Ltd (“LIPL”), an agency authorised by the Ministry of Corporate Affairs (“MCA”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Vivek Rawal, Partner of M/s. Vikas Verma & Associates, Firm of Practicing Company Secretaries having office at New Delhi, who will act as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The remote e-voting period commences **from 9.00 A.M (IST) on Thursday, March 07, 2024 and ends at 5.00 P.M.(IST) on Friday, April 05, 2024.**

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be **announced on or before 5.00 P.M.(IST) on Tuesday, April 09, 2024.**

The duly completed postal ballot form(s) should reach the scrutinizer at B-502, 5th Floor, Statesman House, 148, Barakhamba Road, New Delhi – 110001 or at email id service@vvanda.com not later than 05:00 p.m. on **Friday 05th April, 2024** otherwise it will be strictly treated as if reply from the member has not been received.

In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer’s report will also be placed on Company’s website www.hcsl.co.in and shall also be available at the Company’s registered office on all working days (except Saturday & Sunday) from 11:00 A.M. to 6:00 P.M.

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The Resolution, if approved, will be taken as passed effectively on the last date of e-voting/receipt of physical ballot papers i.e. Friday, April 05, 2024.

PROPOSED RESOLUTIONS:

SPECIAL BUSINESS:

ITEM NO. 1: REGULARIZATION OF MR. CHETAN BALUBHAI PATEL (DIN: 03556088) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Schedule IV of the Act and pursuant to the recommendation of Nomination and Remuneration Committee, **Mr. Chetan Balubhai Patel (DIN: 03556088)** having Independent Director’s Certificate Registration No.: IDDB-DI-202403-056532, who was appointed as an Additional Director, to be designated as Non-Executive Independent Director of the Company by the Board of Directors with effect from 01st March, 2024 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 01st March, 2024 to 28th February, 2029;”

“**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution”.

ITEM NO. 2: REGULARIZATION OF MR. SANKALP KAWATRA (DIN: 07725979) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013, the rules made thereunder and pursuant to the recommendation of Nomination and Remuneration Committee, **Mr. Sankalp Kawatra (DIN: 07725979)**, who was appointed as an Additional Director of the Company with effect from 01st March, 2024 by the Board of Directors, be and is hereby appointed as an Non-Executive Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution”.

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ITEM NO. 3: APPOINTMENT OF MR. JATINDER BAGGA, (DIN: 10531062) AS MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** in accordance with the provisions of Sections 152, 161, 196, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule V of the Act and pursuant to the recommendation of the Nomination and Remuneration Committee, **Mr. Jatinder Bagga (DIN: 10531062)**, who was appointed as an Additional Director on March 02nd, 2024 and holds office up to the date of ensuing general meeting in terms of section 161 for the office of Director be and is hereby appointed as Managing Director of the Company.”

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules framed in this behalf and and pursuant to the recommendation of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded to appoint Mr. Jatinder Bagga (DIN: **10531062**) as a Managing Director of the Company for a period of 5 years w.e.f. 02nd March, 2024 and also on such remuneration along with other terms and conditions as recommended by Nomination and Remuneration Committee which has been also been approved by the Board of Directors of the Company in their meeting dated 02nd March, 2024 and brief of same are as below:

Designation: Managing Director.

Term of Appointment: 5 years from 02nd March, 2024 to 01st March, 2029.

Remuneration: Up to 5% of the financial year’s net profit, an annual Cost to Company basis which includes Basic Salary, Perquisites and other allowance/benefits as may be decided by the Board of Directors of the Company on recommendation of Nomination & Remuneration Committee, from time to time, subject to the overall limits as specified under the Companies Act, 2013 and the Schedule V of the Companies Act, 2013.

Perquisites and Allowances: All perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time. He will be also entitled for reimbursement of travel, petrol, conveyance and other entertainment expenses as may be incurred by him in relation to the business of the Company. Further, the Company at its cost will also provide car facility with driver to him. He will be further entitled to all such facilities and allowances as may be applicable to the employees of the Senior Management Cadre of the Company.

Commission: Mr. Jatinder Bagga (DIN: **10531062**) shall also be entitled to commission, in addition to salary, perquisites, allowances and others reimbursements, subject to maximum of 5% of the commission calculated with reference to the net profits of the Company for each financial year ended, as may be determined by the Board of Directors of the Company subject to overall ceilings stipulated under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee.

Overall Remuneration: The aggregate of salary, perquisites, allowances and commission in any financial year shall not exceed the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 for the time being, be in force.”

“**RESOLVED FURTHER THAT** the remuneration prescribed herein shall be paid as a minimum remuneration to Mr. Jatinder Bagga (DIN: **10531062**), Managing Director of the Company for any financial year during which the Company has no profits or its profits are inadequate, subject to approvals if any required for the same and also in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.”

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“**RESOLVED FURTHER THAT** at any time the Board of Directors of the Company be and are hereby authorized to alter, modify and vary the terms and conditions of said appointment including remuneration to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and fit, subject to the overall limits specified in the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and as may be agreed with Mr. Jatinder Bagga (DIN: 10531062).”

“**RESOLVED FURTHER THAT** any director and/or, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4: REGULARIZATION OF MS. SUBIMOL ABHILASH MURALI (DIN: 10531014) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of Companies Act, 2013, the rules made thereunder read with Schedule IV of the Act and in accordance with the recommendation of Nomination and Remuneration Committee, **Ms. Subimol Abhilash Murali (DIN: 10531014)** having Independent Director’s Registration No.: IDDB-NR-202403-056535, who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors with effect from 02nd March, 2024 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 02nd March, 2024 to 01st March, 2029;”

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution”.

ITEM NO. 5: APPROVE ALTERATION OF THE MAIN OBJECTS OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 and subject to necessary approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be required from the statutory and regulatory authorities and further subject to any such conditions and modifications as may be prescribed or imposed by any one of them while granting such approval(s), consent(s), permission(s) and/or sanction(s) and agreed to, by the Board of Directors, the consent of the members of the Company be and is hereby accorded for altering the existing Clause III. [A] of the Main Objects Clause of the Memorandum of Association of the Company by inserting the following new Sub Clause 4, 5, 6, 7 and 8 after Clause III [A] 1, 2 and 3 of the Memorandum of Association of the Company:

4. To carry on the business of architects, consultants, civil engineers, civil testers, builders and developers of land, contractors, colonisers, civil contractors and undertake any residential, commercial or Industrial, construction

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either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment board or any local authority.

5. To carry on business as manufacturers, producers, processors, makers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires for forestry, animal husbandry, poultry farming, agriculture pisciculture, sericulture, horticulture or otherwise deal in all plants and machinery, implements, accessories, tools, materials, substances, goods or things of any description including tractors, power

tillers, sprayers, dusters, mist blowers, fishing boats, crafts and trawlers, fishing nets, gadgets, cold storages, deep freeze equipment and all types of equipment required for processing and preserving forest, agricultural, horticultural, piscicultural, or sericultural produce.

6. To carry on business of an investment Company and Treasury Services, to buy, sell, deal, hold, invest, disinvest, exchange and surrender stocks, shares, securities, scrips, derivatives, debt instruments, bonds, debentures, policies, book debts, and claims and commercial papers, government or commercial security or any other financial investment instruments of any Company, banks whether government or non- government, public or private or any local authority whether in India or abroad.
7. To carry on the business of financial and investment consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
8. To carry on the business of providing all kinds of corporate advisory services in the areas of setting up of organization, project syndication, wealth management, portfolio management, investment advisory, financial planning, asset allocation, risk profiling, investment research cash budgeting, estate / will planning and taxation issues.

“**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 6: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 3,50,00,000 divided into 35,00,000 Equity shares of Rs. 10/- each to Rs. 50,00,00,000 divided into 5,00,00,000 Equity Shares of Rs. 10/- each by adding 4,65,00,000 (Four Crore and Sixty-Five Lakhs) Equity Shares of Rs. 10 each ranking pari - passu in all respect with the existing Equity Shares of the Company.”

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“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Indian Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Indian Rupees Ten only) each. ”.

“RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**By Order of the Board
For Harmony Capital Services Limited**

**Sd/-
Umang Agrawal
Company Secretary & Compliance Officer
Membership No.: A51393
Date: 02.03.2024**

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NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
- 2) The Postal Ballot Notice is being sent only by e-mail to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Link Intime India Private Limited (RTA), Registrar and Share Transfer Agent of the Company ('LIPL') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on **Friday, March 01, 2024 ('Cut-off date')** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the MCA Circulars mentioned above and SEBI Circular dated May 13, 2022, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting only.
- 3) The E-voting period begins at **9.00 A.M (IST) on Thursday, March 07, 2024 and ends at 5.00 P.M.(IST) on Friday, April 05, 2024.** During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **01st March, 2024, 2024 (Friday)** may cast their votes through E-voting facility. The E-voting module shall be disabled by Link Intime India Pvt Ltd. for voting thereafter.
- 4) The last date for the E-voting i.e., **April 05, 2024 (Friday)** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at [https:// www.hcsl.co.in/](https://www.hcsl.co.in/) until the last date for the E-voting.
- 5) In compliance with regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.
- 6) As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Mumbai.
- 7) **THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) **The voting period begins on 9.00 A.M (IST) on Thursday, March 07, 2024 and ends at 5.00 P.M.(IST) on Friday, April 05, 2024.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 01.03.2024 may cast their vote electronically. The e-voting module shall be disabled by Linkin time for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

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listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

- Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication.

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The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
- 3. Individual Shareholders (holding securities in demat mode) login through their depository participants**
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

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▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

**By Order of the Board
For Harmony Capital Services Limited**

Sd/-
Umang Agrawal
Company Secretary & Compliance Officer
Membership No.: A51393
Date: 02.03.2024

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM 1:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Chetan Balubhai Patel (DIN: 03556088) as an Additional Non-Executive Independent Director of the Company, w.e.f. 01st March, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Chetan Balubhai Patel (DIN: 03556088) shall hold office up to the date of ensuing General Meeting and is eligible to be appointed as a Director in terms of section 164 and 149 of the Act. The Company has, in terms of Section 160(1) of the Act, based on the recommendation of Nomination and Remuneration Committee, proposing his candidature for the office of Director. Mr. Chetan Balubhai Patel, once appointed will not be liable to retire by rotation.

Mr. Chetan Balubhai Patel, has given his declaration to the Board that he is not restrained from acting as a Director by virtue of any Order passed by the SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director of the Company.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Chetan Balubhai Patel (DIN: 03556088) on the Board of the Company and accordingly the Board recommends the Resolution for approval of the Members as an **Ordinary Resolution** as set out in the **item no. 1** of the notice.

No other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM 2:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Sankalp Kawatra (DIN: 07725979) as an Additional Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. 01st March, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Sankalp Kawatra (DIN: 07725979) shall hold office up to the date of General Meeting and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, based on the recommendation of Nomination and Remuneration Committee, proposing his candidature for the office of Director. Mr. Sankalp Kawatra, once appointed will be liable to retire by rotation. The profile and specific areas of expertise of Mr. Sankalp Kawatra, are provided as Annexure to this Notice.

Mr. Sankalp Kawatra, has given his declaration to the Board that he is not restrained from acting as a Director by virtue of any Order passed by the SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director of the Company.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Sankalp Kawatra (DIN: 07725979) on the Board of the Company and accordingly the Board recommends the Resolution for approval of the Members as an **Ordinary Resolution** as set out in the **item no. 2** of the notice.

No other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM 3:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 02nd March, 2024, had approved the appointment of Mr. Jatinder Bagga (DIN: **10531062**) as Managing Director of the Company for a period of five years on such terms and conditions as mentioned in the appointment letter commencing from 02nd March, 2024 to 01st March, 2029, subject to approval of Shareholders.

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Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

- i. **Nature of Industry:** Diversified Commercial Services
- ii. **Date of commencement of Activity:** The company has started its commercial operations on 19th September, 1994
- iii. **Financial Performance based on given indicators:** The Company has grown rapidly in the recent years. Net Profit after Tax is INR 9,76,780/- (Indian Rupees Nine Lakh Seventy-Six Thousand Seven Hundred and Eighty only) for the financial year 2022-23.

Information about the Appointee:

Particulars	Mr. Jatinder Bagga
Background details	A dynamic professional with 18+ years of rich experience of Sales & Marketing, Client Relationship Management, Business Development and Team Management.
Past remuneration drawn	NA
Qualifications	Bachelor of Arts from Sh. Satya Sai Institute , Intermediate from PSEB
Remuneration proposed Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country)	The remuneration payable to the Directors has been benchmarked with the remuneration being drawn by similar positions in the same industry and has been considered by Board held in their meeting on 02 nd March, 2024
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any	The Managing Director have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration in the Company

Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2):

Particulars	Information
Name	Mr. Jatinder Bagga
Age	39 Years
Qualification	Bachelor of Arts from Sh. Satya Sai Institute Intermediate from PSEB
Experience	18+ Years
Terms and conditions of appointment	As set out in this resolution.
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	NA
Date of first appointment on the board	02.03.2024

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Shareholding in the company	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the year.	Nil
Other Directorships, Membership/Chairmanship of Committees of other Boards	NA

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, the consent of the members is being sought as Ordinary resolution.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Jatinder Bagga (DIN: **10531062**) on the Board of the Company and accordingly the Board of Directors recommends passing of the **Ordinary Resolution** as set out in the **item no. 3** of the notice.

No other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Subimol Abhilash Murali (DIN: 10531014) as an Additional Non-Executive Independent Director of the Company w.e.f. 02nd March, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Ms. Subimol Abhilash Murali (DIN: 10531014) shall hold office up to the date of ensuing General Meeting and is eligible to be appointed as a Director in terms of section 164 and 149 of the Act. The Company has, in terms of Section 160(1) of the Act, based on the recommendation of Nomination and Remuneration Committee, proposing her candidature for the office of Director. Ms. Subimol Abhilash Murali, once appointed will not be liable to retire by rotation

Ms. Subimol Abhilash Murali, has given her declaration to the Board that she is not restrained from acting as a Director by virtue of any Order passed by the SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director of the Company.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Subimol Abhilash Murali (DIN: 10531014) on the Board of the Company and accordingly the Board recommends the Resolution for approval of the Members as an **Ordinary Resolution** as set out in the **item no. 4** of the notice.

No other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM 5:

Your Company intends to expand its present scope of business and is proposing to enter new Objects in the Main Objects Clause of the Memorandum of Association ("MOA"), Memorandum of Association of the Company is required to be altered. The Board of Directors of the Company in their meeting held on 2nd March, 2024 has approved the alteration of

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Objects Clause of MOA so as to insert new Sub Clause – 4, 5, 6, 7 and 8 as mentioned in Resolution no. 5 after the Sub clause -1, 2 and 3 in Clause— III [A], subject to approval of the members of the Company by way of **Special Resolution**.

By insertion of new objects clause in the MOA, the company will be in position to carry out the business of construction, agricultural activities, investment and treasury services, financial and Investment Consultancy and act as Corporate Advisor.

In term of Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, the said resolution is required to be passed through postal ballot process.

Revised set of Memorandum of Association post incorporating above amendment is available for inspection at the Registered Office of the Company on working days i.e. from Monday to Friday during 10:30 a.m. to 5.00 p.m. upto the date of declaration of result of postal ballot.

Accordingly, approval of the Members of the Company is hereby sought by way of **special resolution** as set out in **Item No.5** of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said resolution.

ITEM 6:

Increase in Authorized Share Capital of the Company and Consequential Alteration of Memorandum of Association of the Company:

Presently, the Authorized Share Capital of the Company Rs. 3,50,00,000 /- (Rupees Three Crores and Fifty Lakhs) divided into 35,00,000 Equity shares of Rs. 10/- each. In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from Rs. 3,50,00,000 divided into 35,00,000 Equity shares of Rs. 10/- each to Rs. 50,00,00,000 divided into 5,00,00,000 Equity Shares of Rs. 10/- by adding 4,65,00,000 (Four Crore and Sixty-Five Lakhs) Equity Shares of Rs. 10 each ranking pari - passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

Accordingly, approval of the Members of the Company is hereby sought by way of **ordinary resolution** as set out in **Item No.6** of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said resolution.

By Order of the Board
For Harmony Capital Services Limited

Sd/-
Umang Agrawal
Company Secretary & Compliance Officer
Membership No.: A51393
Date: 02.03.2024

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POSTAL BALLOT FORM (Pursuant to Section 110 of the Companies Act, 2013)

1.	Name and address of the Sole/First named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered folio No./ DP ID No. / Client ID No. * (* Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	

I/we hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the special businesses stated in the notice of the postal ballot dated 02nd March, 2024 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Regularization of Mr. Chetan Balubhai Patel (Din: 03556088) as an Independent Director of the Company.			
2.	Regularization of the Appointment of Mr. Sankalp Kawatra (Din: 07725979) as a Non-Executive Non-Independent Director of the Company.			
3.	Appointment of Mr. Jatinder Bagga, (Din: 10531062) as Managing Director of the Company.			
4.	Regularization of Ms. Subimol Abhilash Murali (Din: 10531014) as an Independent Director of the Company.			

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5	Approve Alteration of the Main Objects of the Company and consequential Alteration of Memorandum of Association of the Company.			
6	Increase in Authorized Share Capital of the Company and consequential Alteration of Memorandum of Association of the Company.			

Place:

Date:(Signature of the Member)

Notes:

Please read the instructions printed overleaf carefully before exercising the vote.
Last date for receipt of the Postal Ballot form by the Scrutinizer is 04/04/2024.

INSTRUCTIONS:

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return the same duly completed in the enclosed Self-addressed Postage Pre-paid Reply Envelope to the Scrutinizer. Postage on Self-addressed Pre-paid Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted by Scrutinizer.

The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. 5:00 p.m. on Friday 05th April, 2024 at 05.00 PM (IST) Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.

The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.

In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).

In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).

Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing tick mark (✓) in both the column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.

Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.

Voting Rights shall be reckoned on the Paid - up Value of shares registered in the name of the Member as on 01st March, 2024.

Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.

Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.

The Resolutions, if assented by requisite majority, shall be considered as passed on Friday, 05th April, 2024 at 05.00 PM (IST).