

HARMONY CAPITAL SERVICES LTD.

(CIN: L67120MH1994PLC288180)

WEWORK LIGHTBRIDGE, 6TH FLOOR, CORPORATE NO. 137, HIRANANDANI BUSINESS PARK, SAKI VIHAR RD, TUNGA VILLAGE, CHANDIVALI, POWAI, MUMBAI- 400072 MAHARASHTRA, INDIA

Tel.: 8928039945, Web Site: <http://harmonycapitalserviceltd.com>, E-mail: harmonycapital03@gmail.com

Date: 2nd December, 2025

To,
The BSE Limited
The Deputy General Manager,
Listing Compliance Monitoring Cell,
24th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code: 530055

ISIN: INE264N01017

Subject: Intimation of Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of the members in relation to the following resolutions:

Item no.	Agenda	Resolution type
1.	To consider and approve issuance of 91,26,000 (Ninety-One Lakh Twenty-Six Thousand) Equity Shares on preferential basis to the non-promoters for consideration in cash	Special
2.	To consider and approve the regularization of Mr. Jignesh Keshav Barot (DIN: 08184643) as Non-Executive Independent Director	Special

In accordance with the applicable laws and circulars issued by Ministry of Corporate Affairs, the said notice is being sent electronically to all the members whose names appear in the Register of Members / list of Beneficial Owners and whose email id is registered with depositories / depository participants as on cut-off date i.e. Friday, 28th November, 2025. The Company has engaged the services of MUFG Intime India Private Limited to provide e-voting facility. The remote e-voting period shall commence from Wednesday, 3rd December, 2025 (9:00 hours IST) and will end on Thursday, 1st January, 2026 (17:00 hours IST).

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We request you to disseminate the above information on your website as you may deem appropriate.

Thanking you,
Yours Faithfully,

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

**Jubin Premji Gada
Director
DIN: 10820579**

Enclosures: as above

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NOTICE OF POSTAL BALLOT

NOTICE OF POSTAL BALLOT ISSUED TO MEMBERS OF HARMONY CAPITAL SERVICES LTD PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), clause 16 of Secretarial Standard-2 ("**SS-2**") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021 read with other relevant circulars including General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (the "MCA Circulars") and any other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s) or reenactment(s) thereof for the time being in force), to transact the item of special business as set out in the Postal Ballot Notice proposed to be passed by the Members of **M/s. HARMONY CAPITAL SERVICES LTD.** ("the Company") through remote e-voting i.e. voting through electronics means.

The Board of Directors of the Company has appointed Mr. Ajay Yadav, Proprietor of M/s. Ajay Yadav & Associates, Practicing Company Secretary, (Membership No: ACS 75958) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard-2 on General Meetings ("**SS-2**"), the Company has engaged MUFG Intime India Private Limited, an authorized agency, to provide remote e-voting facility to its Members. The procedure for remote e-voting is provided in the Notes to this Postal Ballot Notice.

In compliance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by email, only to those members who have registered their email addresses with the Company or depository/depository participants/ the Company's Registrar & Transfer Agent (hereinafter referred as "**RTA**" or "**MUFG**") and the communication of assent/dissent of the members will only take place through the remote e-voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Further, the Company has made necessary arrangements for the Members to register their email address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on 1st January, 2026. Remote e-Voting will be blocked by **MUFG** immediately thereafter and will not be allowed beyond the said date and time.

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After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Board of Directors of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) along with Scrutinizer's Report will be announced by Scrutinizer of the Company on or before Saturday, 4th January, 2026 at any time before 5 p.m. The same will be displayed on the website of the Company: <http://harmonycapital serviceltd.com>, the website of the e-voting agency [Instavote-Linkintime](#) and also shall be communicated to BSE Limited ("BSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

The Board of Directors of the Company propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Special Resolution appended below.

The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed. You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

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SPECIAL BUSINESSES:

- 1. TO CONSIDER AND APPROVE ISSUANCE OF 91,26,000 (NINETY-ONE LAKH TWENTY-SIX THOUSAND) EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.**

*To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:***

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) (“the Act”); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and/or any other competent authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 91,26,000 (Ninety One Lakh Twenty Six Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten only) per share, aggregating to Rs. 9,12,60,000 /- (Rupees Nine Crore Twelve Lakh and Sixty Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category (“Proposed Equity Allottees”), in accordance with the SEBI (ICDR) Regulations and other applicable laws.”

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Sr.NO	NAME	PAN	NO. OF SHARE	Current Status / Category	Proposed Status / Category*
1	RAJESH GHOSH	ADAPG9326Q	28,00,000	Non-Promoter	Promoter
2	DORNI VINIMOY PVT LTD	AAFCD3892H	27,00,000	Non-Promoter	Promoter
3	ABHA JHA	CEVPJ2143C	75,000	Non- Promoter	Non- Promoter
4	ANISH PATNI	ANXPP7560J	10,000	Non- Promoter	Non- Promoter
5	ANUVA KUMARI	DUXPK2867P	75,000	Non- Promoter	Non- Promoter
6	ASHOK KESHAVLAL SINGHVI	AGYPS1467M	10,000	Non- Promoter	Non- Promoter
7	ASHOK KUMAR SHUKLA	AYQPS7837R	1,00,000	Non- Promoter	Non- Promoter
8	ATHARVA KHANDELWAL	NGYPK4917D	25,000	Non- Promoter	Non- Promoter
9	BHATT BHARAT SURESHCHANDRA	AHYPB2442C	2,00,000	Non- Promoter	Non- Promoter
10	DAIZAM AGGARWAL	ANBPB2337B	2,15,000	Non- Promoter	Non- Promoter
11	EKTA LUHADIYA	ADLPL3479N	10,000	Non- Promoter	Non- Promoter
12	HIMANSHU JAIN	ADMPJ9708P	3,25,000	Non- Promoter	Non- Promoter
13	JUGAL KISHORE SHARMA	AGWPS1762K	15,000	Non- Promoter	Non- Promoter
14	KAPIL RAMJI KENIYA HUF	AAAHK3080N	35,000	Non- Promoter	Non- Promoter
15	KETAN SHAH	ABAPS2270F	10,000	Non- Promoter	Non- Promoter
16	KHATUNARESH MINERALS AND METALS LLP	AASF6958R	5,00,000	Non- Promoter	Non- Promoter
17	LEENA SACHIN SHETTY	CIBPS3138Q	2,50,000	Non- Promoter	Non- Promoter
18	MEZANUDDIN AHMED	APJPA1180M	1,00,000	Non- Promoter	Non- Promoter
19	PEARL FINTRADE LLP	ABAFP6565G	1,75,000	Non- Promoter	Non- Promoter
20	PRAMOD KUMAR CHOUBEY	ABWPC4040P	50,000	Non- Promoter	Non- Promoter
21	RAJEEV & SONS HUF	AAMHR9670P	25,000	Non- Promoter	Non- Promoter
22	RANVIR SINGH	BXDPS8266B	50,000	Non- Promoter	Non- Promoter
23	RUHI AHMED	ADBPA4119N	1,00,000	Non- Promoter	Non- Promoter
24	SALONI JAIN	AFWPJ0248L	21,000	Non- Promoter	Non- Promoter
25	SAURAV RADHANI	AJFPR9348N	25,000	Non- Promoter	Non- Promoter
26	SHALINI SADASHIV SHET	ELXPS1013K	3,50,000	Non- Promoter	Non- Promoter
27	SHEWTA PANDYA	ABZPP6678B	35,000	Non- Promoter	Non- Promoter
28	SHIVAM ATUL CHAUHAN	DHVPC1654K	2,60,000	Non- Promoter	Non- Promoter
29	TVISHA CORPORATE ADVISORS LLP	AAQFT6124L	1,00,000	Non- Promoter	Non- Promoter
30	UMESH KUMAR SAHAY	BOIPS8195D	1,00,000	Non- Promoter	Non- Promoter
31	VIJAYA KESLIWAL	ANOPK3572A	30,000	Non- Promoter	Non- Promoter
32	VIVID WEALTH	ABAFV9377J	3,50,000	Non- Promoter	Non- Promoter
	Total		91,26,000		

*The Proposed allottee Mr. Rajesh Ghosh (Acquirer-1) and M/S. Dorni Vinimoy Pvt. Ltd. (Acquirer-2) (Acquirer-1 and Acquirer-2) hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public

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Announcement ('PA') in terms of Regulation 13(1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respect including the payment of dividend and voting rights or any other corporate action/benefits, from the date of allotment if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 3rd December, 2025, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., Thursday, 1st January, 2026."

"RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid 91,26,000 Equity Shares to the proposed allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- a) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of this Special Resolution by the Members, provided that if the allotment requires any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- c) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- g) The Proposed Equity Allottees shall bring 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- h) The issuance and allotment of Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- i) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

"RESOLVED FURTHER THAT Mr. Jubin Premji Gada, Director and Chairman of the Company and Ms. Pranita L Semwal, Chief Financial Officer of the Company be and are hereby authorized either severally and/or jointly to issue private placement offer cum application letter, in the Form PAS-4, to the proposed allottees, immediately after the passing of this Special resolution, with a stipulation that the allotment of Equity Shares shall be made only upon receipt of in-principle approval from the Stock Exchange."

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“RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, Mr. Jubin Premji Gada, Director and Chairman of the Company and Ms. Pranita L Semwal, Chief Financial Officer of the Company be and are hereby authorized either severally and/or jointly to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without obtaining any further consent or approval of the Members and further, Mr. Jubin Premji Gada, Director and Chairman of the Company and Ms. Pranita L Semwal, Chief Financial Officer of the Company be and are hereby authorized either severally and/or jointly to record the name and details of the Proposed Equity Allottees in form PAS-5.”

“RESOLVED FURTHER THAT the Members of the Company here by take note of the certificate issued by a Practicing Company Secretary certifying that the proposed preferential issue is being made in compliance with the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Jubin Premji Gada, Director and Chairman of the Company and Ms. Pranita L Semwal, Chief Financial Officer of the Company be and are hereby authorized either severally and/or jointly to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

“RESOLVED FURTHER THAT , Mr. Jubin Premji Gada, Director and Chairman of the Company and Ms. Pranita L Semwal, Chief Financial Officer of the Company be and are hereby authorized either severally and/or jointly to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

2. TO CONSIDER AND APPROVE THE REGULARIZATION OF MR. JIGNESH KESHAV BAROT (DIN: 08184643) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Jignesh Keshav Barot (DIN: 08184643) who was appointed as an Additional Non-Executive Independent Director of the Company on 24th September, 2025 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting/postal ballot, and who has submitted a confirmation that he meets the criteria for Independence as provided in section 149(6) of the Act and Regulation 16 of SEBI (LODR) Regulation, based on recommendation of Nomination and Remuneration Committee, the consent of member be and hereby accorded for appointment of Mr. Jignesh Keshav Barot (DIN: 08184643) as Non-executive Independent Director of the Company.

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FURTHER RESOLVED THAT the appointment of Mr Jignesh Keshav Barot as Non-executive Independent Director for the term of 5 (Five) years, commencing from 24th September, 2025 to 23rd September, 2030 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Mr. Jubin Premji Gada, Director and Chairman of the Company and Ms. Pranita L Semwal, Chief Financial Officer of the Company be and are hereby authorized to file such forms and returns as may be required with the Registrar of Companies (ROC) and such other authorities as may be required and further to do all acts, deeds and things as may be required to give effect to this resolution.”

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolutions mentioned in the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 28th November, 2025 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("RTA").
3. The remote e-voting period will commence on Wednesday, 3rd December, 2025 (9:00 hours IST) and will end on Thursday, 1st January, 2026 (17:00 hours IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e., Friday, 28th November, 2025 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter and the voting shall not be allowed beyond the said date and time.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on mumbai@in.mpms.mufg.com Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
6. The Resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been duly passed on Thursday, 1st January, 2026 i.e., the last date specified by the Company for receipt of votes through the Remote e-Voting process.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

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9. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact at enotices@linkintime.co.in or Company at harmonycapital03@gmail.com.
10. The Postal Ballot Notice is also placed on the website of the Company <http://harmonycapitalstc.com/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and website of evoting agency at www.instavote.linkintime.co.in/.
11. All documents referred to in the Postal Ballot Notice will be available on the Company's website at <http://harmonycapitalstc.com/> for perusal by the Members. A copy of the set of MOA and AOA of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day during the e-voting period. The set of MOA and AOA will also be available electronically for inspection, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting period.
12. Members desirous of inspecting the documents referred to in the Notice may send their requests to harmonycapital03@gmail.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
13. The results of the postal ballot will be placed on the Company's website at <http://harmonycapitalstc.com/> and on the website of evoting agency at <https://instavote.linkintime.co.in/> and will also be intimated to the Stock Exchange where the shares of the Company is listed i.e. BSE Limited in accordance with the provisions of Listing Regulations. The Company will also display the results of the postal ballot at its registered office.

NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information at the earliest. Non availability of the same on or after February 02, 2024 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. The Company has sent communications to the concerned shareholders explaining the aforesaid requirements. The necessary forms for updation of the aforementioned information are available on the website of the Company at <http://harmonycapitalstc.com/> Members may contact the Company's RTA for assistance in this regard.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **3rd December, 2025 at 9:00 A.M. and ends on 1st January, 2026 at 5:00 P.M.** 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. **28th November, 2025** may cast their vote electronically. The e-voting module shall be disabled by **MUFG Intime India Private Limited** 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, 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.

HARMONY CAPITAL SERVICES LTD.

(CIN: L67120MH1994PLC288180)

WEWORK LIGHTBRIDGE, 6TH FLOOR, CORPORATE NO. 137, HIRANANDANI BUSINESS PARK, SAKI VIHAR RD, TUNGA VILLAGE, CHANDIVALI, POWAI, MUMBAI- 400072 MAHARASHTRA, INDIA

Tel.: 8928039945, Web Site: <http://harmonycapital serviceltd.com>, E-mail: harmonycapital03@gmail.com

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.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'

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- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsd.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:

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1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. 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.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in NSDL form, shall provide 'D' above
 - o Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No'

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and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently. Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”) STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

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METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on:

- Tel: 022 – 4918 6000.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder

can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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General Instructions - Shareholders

- ❖ 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".

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

**Place: Mumbai
Date: 20th November, 2025**

**Sd/-
Jubin Premji Gada
Executive Director
DIN: 10820579**

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NUMBER 1.

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 20th November 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to 91,26,000 (Ninety One Lakh Twenty Six Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten Only) per Equity Share total aggregating to Rs. 9,12,60,000/- (Rupees Nine Crore Twelve Lakhs Sixty Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws subject to approval of Shareholders.

The Board of Directors of your Company recommends the resolution as set out in item no 1 for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

- 1. The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.**
- 2. Objects of the Preferential Issue:**
 - (i) Preferential allotment for cash: Issue of Equity Shares on preferential basis**
 - a) For expansion and development of business operations of the Company and for the purpose of meeting its working capital requirements and any other purpose related to the business expansion.
 - b) General Corporate purposes to support the Businesses of the Company.
 - c) To invest in the New Projects by taking over any company, LLP or other body corporates dealing in the same industry/sector and investments in subsidiaries and Joint Ventures
 - (ii) The Company proposes to utilize the Net Proceeds from the Issue towards funding the following objects:**
 1. Funding working capital requirements of the Company.

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2. General corporate purposes.

The main objects clause, and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association of our Company, enable us to undertake our existing activities and the activities for which the funds are being raised through the Issue.

Requirement of Funds and Utilisation of Net Proceeds:

		(Rs. in Lakhs)
S. No.	Particulars	Total estimated amount to be utilized (Rs.)
1.	Funding working capital requirements of the Company	680.70
2.	General corporate purpose*	226.90

* Assuming full subscription and allotment with respect to the Equity Shares. The amount to be utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.

The Company proposes to deploy the entire Net Proceeds towards the Objects within the same Financial Year. In the event that the Net Proceeds are not fully utilized for the stated Objects and as per the estimated schedule of deployment, owing to factors beyond our control, including economic conditions, business requirements, and market dynamics, the balance unutilized Net Proceeds shall be deployed (in part or in full) in subsequent Financial Years, in compliance with applicable laws, until the completion of the Objects of the Issue.

3. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying Notice authorizes the Board to create, offer, issue, and allot, from time to time, in one or more tranches, up to 91,26,000 (Ninety-One Lakh Twenty-Six) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten Only) per Equity Share total aggregating to Rs. 9,07,60,000 /- (Rupees Nine Crore Seven Lakh and Sixty Thousand Only), on a preferential basis for cash consideration to the non- promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws.

- a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from

HARMONY CAPITAL SERVICES LTD.

(CIN: L67120MH1994PLC288180)

WEWORK LIGHTBRIDGE, 6TH FLOOR, CORPORATE NO. 137, HIRANANDANI BUSINESS PARK, SAKI VIHAR RD, TUNGA VILLAGE, CHANDIVALI, POWAI, MUMBAI- 400072 MAHARASHTRA, INDIA

Tel.: 8928039945, Web Site: <http://harmonycapitalstc.com>, E-mail: harmonycapital03@gmail.com

their respective bank account.

- g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

4. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is Wednesday, 3rd December, 2025 being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., January 1, 2026.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

5. Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <http://harmonycapitalstc.com/>

6. Name and Address of Valuer who performed Valuation:

The Registered Independent Valuer – CS Rushabh Narendra Doshi (Reg. No. IBBI/RV/03/2022/15050) having office at R. No. 19, 3rd Floor, Om Sai Pooja, Nehru Rd, Dombivli (East), Mumbai - 421201 has issued Valuation Report on 20th November, 2025. Based on the Valuations provided by the above said valuer, the Board has decided the price of equity shares to be issued at Rs. 10 /- per equity share of face value of Rs.10/- each in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The above information is also available on the Company's website at the following link <http://harmonycapitalstc.com/>.

Amount which the Company intends to raise by way of issue of Equity Shares:

up to 91,26,000 (Ninety-One Lakh Twenty-Six Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten only) per share, aggregating to Rs. 9,12,60,000 /- (Rupees Nine Crore Twelve Lakh and Sixty Thousand Only) on a preferential basis for the consideration in cash.

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7. Principal terms of Assets charged as securities: Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sr. No	Category	Pre issue holding details		Post issue holding details	
		Total No of shares	% of Shares	Total No of shares	% of Shares
A	Promoters and Promoters Group	21,91,760	73.04%	76,91,760	63.43%
B	Public	8,09,140	26.96%	44,35,140	36.57%
	Total (A+B)	30,00,900	100%	1,21,26,900	100%
C	Custodian	-	-	-	-
	GRAND TOTAL (A+B+C)	30,00,900	100%	1,21,26,900	100%

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Rajesh Ghosh (Acquirer-1) and M/S. Dorni Vinimoy Pvt. Ltd. (Acquirer-2) (Acquirer-1 and Acquirer-2) hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13(1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

Mr. Rajesh Ghosh (Acquirer-1) and M/S. Dorni Vinimoy Pvt. Ltd. (Acquirer-2) through this preferential allotment of shares shall become the Promoter of the Company subject the completion of the open offer under SEBI (SAST) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and till such time Mr. Rajesh Ghosh (Acquirer-1) and M/S. Dorni Vinimoy Pvt. Ltd. (Acquirer-2) will

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continue and classified as part of the non-promoter of the company. Accordingly, Mr. Rajesh Ghosh (Acquirer-1) and M/S. Dorni Vinimoy Pvt. Ltd. (Acquirer-2) in compliance with regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 given an open offer which is presently pending for completion before the regulator SEBI. There will be change in control post completion of the open offer.

12. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.
13. **Valuation for consideration other than cash:** Not applicable.
14. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** Not applicable.
15. **Lock-in:**
The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations
16. **Listing:**
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.
17. **Certificate:**
As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on <http://harmonycapitalstc.com/>
18. **Undertakings:**
The Company hereby undertakes that:
 - I. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
 - II. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
 - III. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
19. **Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:**
It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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- 20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

Sr. No.	Name of the Proposed Allottees	Pre- issue Category	Name of natural persons who the ultimate beneficial owner	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post- issue Category**
				No. of Equity Shares	% of Holding		No. of Equity Share	% of Holding	
2	DORNI VINIMOY PVT LTD	Non-Promoter		-	-	27,00,000	27,00,000	22.26%	Non-Promoter
3	ABHA JHA	Non- Promoter	Not Applicable	-	-	75,000	75,000	0.62%	Non- Promoter
4	ANISH PATNI	Non- Promoter	Not Applicable	-	-	10,000	10,000	0.08%	Non- Promoter
5	ANUVA KUMARI	Non- Promoter	Not Applicable	-	-	75,000	75,000	0.62%	Non- Promoter
6	ASHOK KESHAVLAL SINGHVI	Non- Promoter	Not Applicable	-	-	10,000	10,000	0.08%	Non- Promoter
7	ASHOK KUMAR SHUKLA	Non- Promoter	Not Applicable	-	-	1,00,000	1,00,000	0.82%	Non- Promoter
8	ATHARVA KHANDELWAL	Non- Promoter	Not Applicable	-	-	25,000	25,000	0.21%	Non- Promoter
9	BHATT BHARAT SURESHCHANDRA	Non- Promoter	Not Applicable	-	-	2,00,000	2,00,000	1.65%	Non- Promoter
10	DAIZAM AGGARWAL	Non- Promoter	Not Applicable	-	-	2,15,000	2,15,000	1.77%	Non- Promoter
11	EKTA LUHADIYA	Non- Promoter	Not Applicable	-	-	10,000	10,000	0.08%	Non- Promoter
12	HIMANSHU JAIN	Non- Promoter	Not Applicable	-	-	3,25,000	3,25,000	2.68%	Non- Promoter
13	JUGAL KISHORE SHARMA	Non- Promoter	Not Applicable	-	-	15,000	15,000	0.12%	Non- Promoter
14	KAPIL RAMJI KENIYA	Non- Promoter		-	-	35,000	35,000	0.29%	Non- Promoter
15	KETAN SHAH	Non- Promoter	Not Applicable	-	-	10,000	10,000	0.08%	Non- Promoter
16	KHATUNARESH MINERALS AND METALS LLP	Non- Promoter		-	-	5,00,000	5,00,000	4.12%	Non- Promoter
17	LEENA SACHIN SHETTY	Non- Promoter	Not Applicable	-	-	2,50,000	2,50,000	2.06%	Non- Promoter
18	MEZANUDDIN AHMED	Non- Promoter	Not Applicable	-	-	1,00,000	1,00,000	0.82%	Non- Promoter
19	PEARL FINTRADE LLP	Non- Promoter		-	-	1,75,000	1,75,000	1.44%	Non- Promoter
20	PRAMOD KUMAR CHOUBEY	Non- Promoter	Not Applicable	-	-	50,000	50,000	0.41%	Non- Promoter
21	RAJEEV & SONS HUF	Non- Promoter		-	-	25,000	25,000	0.21%	Non- Promoter
22	RANVIR SINGH	Non- Promoter	Not Applicable	-	-	50,000	50,000	0.41%	Non- Promoter
23	RUHI AHMED	Non- Promoter	Not Applicable	-	-	1,00,000	1,00,000	0.82%	Non- Promoter

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24	SALONI JAIN	Non- Promoter	Not Applicable	-	-	21,000	21,000	0.17%	Non- Promoter
25	SAURAV RADHANI	Non- Promoter	Not Applicable	-	-	25,000	25,000	0.21%	Non- Promoter
26	SHALINI SADASHIV SHET	Non- Promoter	Not Applicable	-	-	3,50,000	3,50,000	2.89%	Non- Promoter
27	SHEWTA PANDYA	Non- Promoter	Not Applicable	-	-	35,000	35,000	0.29%	Non- Promoter
28	SHIVAM ATUL CHAUHAN	Non- Promoter	Not Applicable	-	-	2,60,000	2,60,000	2.14%	Non- Promoter
29	TVISHA CORPORATE ADVISORS LLP	Non- Promoter		-	-	1,00,000	1,00,000	0.82%	Non- Promoter
30	UMESH KUMAR SAHAY	Non- Promoter	Not Applicable	-	-	1,00,000	1,00,000	0.82%	Non- Promoter
31	VIJAYA KESLIWAL	Non- Promoter	Not Applicable	-	-	30,000	30,000	0.25%	Non- Promoter
32	VIVID WEALTH	Non- Promoter		-	-	3,50,000	3,50,000	2.89%	Non- Promoter

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Rajesh Ghosh (Acquirer-1) and M/S. Dorni Vinimoy Pvt. Ltd. (Acquirer-2) (Acquirer-1 and Acquirer-2) hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13(1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

21. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

22. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

23. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

24. Other disclosures/undertaking

- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI

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before an application seeking in- principle approval is made by the Company to the Stock Exchange.

- d. The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- e. No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- f. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- g. The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

25. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

26. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 1 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

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ITEM NUMBER 2.

The Nomination and Remuneration Committee (“NRC”) of the Company has recommended the appointment of Mr. Jignesh Keshav Barot (DIN: 08184643) as an Additional Director (Non-Executive Independent Director) of the Company. The Board of Directors, at its meeting held on 24th September, 2025, has considered and approved the said appointment as per the Section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a member of the Company pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Jignesh Keshav Barot for the office of Director. Mr. Barot has provided his consent to act as a Director in terms of Section 152(5) of the Act.

In accordance with the provisions of Section 149, and other applicable provisions of the Companies Act, 2013, read with the applicable Rules, and based on the criteria specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Mr. Jignesh Barot is eligible to be appointed as a Non-Executive Independent Director of the Company. He has submitted a declaration confirming that he meets the independence criteria prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations.

Accordingly, the appointment of Mr. Jignesh Keshav Barot as a Director and as a Non-Executive Independent Director for a term of five (5) year Commencing from 24th September, 2025 is being placed before the members for their approval by way of a Special Resolution through postal Ballot. The Board is of the view that Mr. Barot expertise, skills, experience, and knowledge in diverse areas will greatly contribute to the Company’s governance and growth. The Board therefore recommends the resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

Mr. Jignesh Barot is not related to any Director or Key Managerial Personnel of the Company. Relevant details of Mr. Barot, as required under the SEBI LODR Regulations and the Secretarial Standards, are provided in the Annexure to the Notice.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in the proposed resolution, except Mr. Jignesh Keshav Barot, to the extent of his appointment as a Non-Executive Independent Director.

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[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Name	Mr. Jignesh Keshav Barot
DIN	DIN: 08184643
Date of Birth/Age	10/05/1996
Date of Appointment	24-09-2025
Qualification	LLB
Details of Remunerations sought to be paid and last drawn remuneration	The said Director has not drawn any remuneration prior to this appointment. As a Non-Executive Independent Director, he shall be entitled only to sitting fees and reimbursement of expenses for attending Board Committee meetings, as approved by the Board from time to time.
Terms and Conditions of Appointment	Appointment as a Non-Executive Independent Director for a term of five consecutive years, not liable to retire by rotation, in accordance with provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
Brief Profile	Mr. Jignesh Keshav Barot possesses the appropriate skills, experience, knowledge in areas such as, which will bring valuable insights to the Board deliberations.
Directorships held in other companies (excluding section 8 and foreign companies)	NA
Memberships of committees Across other companies (includes only Audit & Shareholders / Stakeholder Relationship Committee)	NA
Shares held in the Company	Nil
Relationship between Directors inter-se	Nil
Number of Board Meetings attended since appointment	1
Justification for appointment	The Board is of the opinion that Mr. Jignesh Keshav Barot's professional background, experience, and integrity qualify him to serve as a Non-Executive Independent Director. His expertise will support stronger corporate governance practices and enhance the Board's overall effectiveness.

For & on behalf of HARMONY CAPITAL SERVICES LIMITED**Sd/-****Jubin Premji Gada****Director****DIN: 10820579****Place: Mumbai****Date: 20th November, 2025**