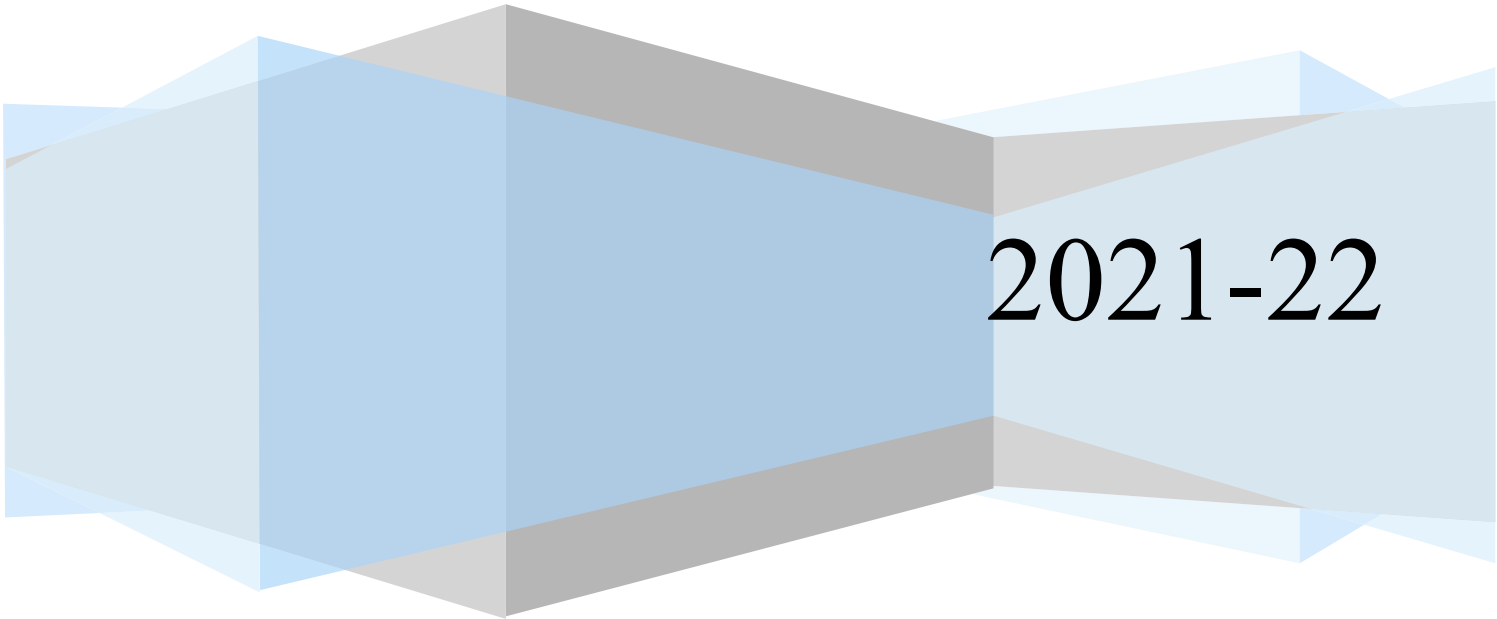


HARMONY CAPITAL SERVICES LIMITED

28TH ANNUAL REPORT



2021-22

HARMONY CAPITAL SERVICES LIMITED

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HARMONY CAPITAL SERVICES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

CHIEF FINANCIAL OFFICER

MR. SUNIL KATARIA

COMPANY SECRETARY & COMPLIANCE OFFICER

MS. RAMDULARI SAINI

REGISTERED OFFICE

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

AUDITORS

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

REGISTRAR AND SHARE TRANSFER AGENT

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

BANKER

CENTRAL BANK OF INDIA

WEBSITE

www.hcsl.co.in

CORPORATE IDENTIFICATION NO. L67120MH1994PLC288180

HARMONY CAPITAL SERVICES LIMITED

NOTICE

NOTICE is hereby given that the 28th **Annual General Meeting** of the Members of **HARMONY CAPITAL SERVICES LIMITED** (CIN: L67120MH1994PLC288180) will be held on Friday the 30th day of Sept 2022 at 03.00 P. M. through Video Conferencing("VC")/Other Audio Visual Means("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2022, together with the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Krishna Kumar Jhunjhunwala (DIN: 00335070) who retires by rotation and who is not disqualified to act as a director as per the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 3(7) of the Companies (Audit and Auditor) Rules, 2014(including any statutory modification or re-enactment thereof for the time being in force), the Company be and hereby ratifies the appointment of M/s. D. Lodha & Associates. (Firm Registration No. 135606W), Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until conclusion of the next annual General Meeting to be held in the calendar year 2023 (subject to ratification of their appointment at every AGM) at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company on the recommendation of the Audit Committee.”

HARMONY CAPITAL SERVICES LIMITED

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

BY ORDER OF THE BOARD

For HARMONY CAPITAL SERVICES LTD.

ASUTOSH B. RAULO

MANAGING DIRECTOR

DIN: 1589574

PLACE: - MUMBAI.

DATE : -12.08.2022

HARMONY CAPITAL SERVICES LIMITED

NOTES TO NOTICE

1. In view of the continuing COVID – 19 pandemic, the companies are permitted to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue, for the calendar year 2022, by the Ministry of Corporate Affairs vide its Circular No. 2/2022 dated May 5, 2022, Circular No. 20/2020 dated May 5, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021 and Circular No. 21/2021 dated December 14, 2021 and Securities and Exchange Board of India (SEBI) vide its circular nos. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2 /CIR/ P/2021/11 dated January 15, 2021., the AGM of the Company is being held through VC / OAVM. The deemed venue for AGM shall be the registered office of the Company.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Special Business set out in the Notice is annexed
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules made there under, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.

HARMONY CAPITAL SERVICES LIMITED

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

5. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
6. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 23RD Sept, 2022 to 30th Sept, 2022 (both days inclusive) for the purpose of Annual General Meeting.
9. The Registrar of Company is M/s. Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083. All concerned are requested to send their documents and address all their correspondence directly to the above registrar.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Private Limited

HARMONY CAPITAL SERVICES LIMITED

11. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least ten (10) days before the AGM to enable the management to keep the information ready at the Meeting.
12. Notice of the AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-2022 will also be available on the Company's website www.hcsl.co.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSDL at <https://www.evoting.nsdl.com/>. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided further for registration of email IDs with the depositories for procuring user ID & password and registration of email IDs for e-voting for the resolutions set out in this notice.
13. Electronic copy of the 'Register of Directors and Key Managerial Personnel and their Shareholding', 'Register of Contracts and Arrangements' and 'Register of Members' maintained as per the Companies Act, 2013 shall be accessible to the members
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed Sept 22, 2022 as the cut-off date for re-lodgement of transfer deeds and the issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents M/s. Link Intime India Private Limited
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in electronic form may submit the same to their respective depository participant and submit to Registrars and Transfer Agents, M/s. Link Intime India Private Limited in case the shares are held in Physical.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or to Registrars and Transfer Agents, M/s. Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their

HARMONY CAPITAL SERVICES LIMITED

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

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Company or M/s. Link Intime India Private Limited.
18. Details as required sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI SEBI (LODR), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment
19. The Company has appointed M/s. Suman Sureka & Associates, Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes casted at AGM (e-voting as well as by Remote E-voting).
20. The Scrutinizer shall, after the conclusion of E-voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and make, submit not later than 48 hours from the conclusion of the Annual General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence any other Director or Key managerial Personnel or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith
21. The results of E-voting will be declared and the same along with the Scrutinizers' Report will be published on the website of the Company (www.hcsl.co.in) immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Ltd within 48 hours from the conclusion of the Annual General Meeting. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.
22. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice.

HARMONY CAPITAL SERVICES LIMITED

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

a. VOTING THROUGH ELECTRONIC MEANS

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

- b. The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
- c. The remote e-voting period begins on September 26, 2022 (9:00 a.m. IST) and ends on September 29, 2022 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- d. The Members holding shares either in physical form or demat form, whose names appear in the register of members / list of beneficial owners as on Thursday, 22nd Sept, 2022 i.e. cut-off date, are entitled to vote on Resolutions set forth in this Notice. Members are eligible to cast vote electronically only if they are holding shares as on the cut-off date. A person who is not the member of the Company as on the cut-off date shall treat this Notice of 28th AGM for information purpose only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently

The facility for e-voting shall also be made available at the AGM for Members who have not already cast their vote prior to the AGM by remote e-voting. The Members, who have cast their vote prior to the AGM by remote e-voting, may also attend the AGM but shall not be entitled to vote again. Further, a vote once cast by way of remote e-voting or at the AGM cannot be changed.