HARMONY CAPITAL SERVICES LTD.

(CIN: L67120MH1994PLC288180)

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

Corp. Off - WELLINGTON APARTMENT 29/1, NIRMAL CHANDRA STREET 4TH FLOOR, BOWBAZAR, KOLKATA, WEST BENGAL, INDIA, 700012

Tel.: 8928039945, Web Site: www.harmonycapitalserviceltd.com, E-mail: harmonycapital03@gmail.com

Date: 18-07-2026

To,
Listing Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001

Scrip Code: 530055

ISIN: INE264N01017

Sub: 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:

Sr. No	Particulars	Resolution Type
1.	Change in Designation of Mr. Rajesh Ghosh (DIN: 00327645) from Director to Managing Director of the Company:	Special Resolution
2.	Appointment of Ms. Khusbu Agrawal (DIN: 09847254) as an Independent Director of the Company	Special Resolution
3.	Appointment of Ms. Sweta Agarwal (DIN: 11247147) as an Independent Director of the Company:	Special Resolution
4.	Appointment of Statutory Auditor to Fill Casual Vacancy:	Ordinary Resolution
5.	Acquisition of up to 63,23,700 Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited:	Special Resolution
6.	Approval for Increase in the Limit for Investment by Foreign Investors up to 100% of the Paid-up Equity Share Capital of the Company:	Special Resolution
7.	Approval of Material Related Party Transactions with Truvolt Engineering Co Private Limited:	Special Resolution

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 the cut-off date i.e. Friday, 10th July, 2026. 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 Saturday, 18th July, 2026 (9:00 hours IST) and will end on Sunday, 16th August, 2026 (17:00 hours IST).

Thanking you,
Yours Faithfully,

For HARMONY CAPITAL SERVICES LIMITED

Digitally signed by Khyati Mishra

Khyati Mishra
Company Secretary and Compliance Officer
Membership No: 70162

Encl.: as above

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NOTICE OF POSTAL BALLOT

NOTICE OF POSTAL BALLOT TO THE MEMBERS OF HARMONY CAPITAL SERVICES LIMITED PURSUANT TO SECTIONS 108 AND 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES 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 03/2025 dated September 22, 2025, General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, 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 LIMITED.** ("the Company") through remote e-voting i.e. voting through electronic means.

The Board of Directors of the Company has appointed Mr. Ajay Yadav, Proprietor of M/s. Ajay Yadav and 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 through its InstaVote platform 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 Intime India Private Limited") 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 17th August, 2026. Remote e-Voting will be blocked by MUFG Intime India Private Limited immediately thereafter and will not be allowed beyond the said date and time.

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 17th August, 2026 at any time before 5 p.m. The same will be displayed on the website of the Company: http://harmonycapitalserviceltd.com, the website of MUFG Intime India Private Limited (InstaVote Platform) 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.

SPECIAL BUSINESSES:

1. **Change in Designation of Mr. Rajesh Ghosh (DIN: 00327645) from Director to Managing Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any other applicable law, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the change in designation of Mr. Rajesh Ghosh (DIN:00327645) from Director to Managing Director of the Company for a period of five (5) years commencing from 28th February, 2026 up to 27th February, 2031, liable to retire by rotation.

   RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority."

2. **Appointment of Ms. Khusbu Agrawal (DIN: 09847254) as an Independent Director of the Company:**

   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 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and applicable provisions of the SEBI Listing Regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Khusbu Agrawal (DIN: 09847254) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 01st July, 2026 and she submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from 01st July, 2026 up to 30th June, 2031 not liable to retire by rotation.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority."

3. **Appointment of Ms. Sweta Agarwal (DIN: 11247147) as an Independent Director of the Company:**

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 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and applicable provisions of the SEBI Listing Regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Sweta Agarwal (DIN: 11247147) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 01st July, 2026 and she has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from 01st July, 2026 up to 30th June, 2031 not liable to retire by rotation.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority."

4. **Appointment of Statutory Auditor to Fill Casual Vacancy:**

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

"RESOLVED THAT pursuant to the provisions of Sections 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable laws, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the appointment of M/s. Kale Malde and Co, Chartered Accountants (Firm Registration No. 154422W), made by the Board of Directors on 01st July, 2026 to fill the casual vacancy caused by the resignation of M/s. Kapish Jain and Associates, Chartered Accountants, be and is hereby approved by the Members of the Company.

RESOLVED FURTHER THAT M/s. Kale Malde and Co, Chartered Accountants, shall hold office as Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority."

5. Acquisition of up to 63,23,700 Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited:

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

"RESOLVED THAT pursuant to provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 as amended (The "SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot upto 1,26,47,400 (One Crore Twenty Six Lakhs Forty Seven Thousand Four Hundred) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten Only) per Equity Share at an issue price of Rs. 66/- (Rupees Sixty-Six Only) each including a premium of Rs. 56/- (Rupees Fifty-Six Only) per share, amounting to Rs. 83,47,28,400/- (Rupees Eighty Three Crores Forty Seven Lakhs Twenty Eight Thousand Four Hundred Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottees, who belong to Promoter and Non-Promoter – Public Shareholder category, for consideration other than cash being consideration to be discharged towards the acquisition of up to 63,23,700 (Sixty Three Lakhs Twenty Three Thousand Seven Hundred) Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited ("Target Company"), (hereinafter referred to as "Swap Shares") as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the proposed acquisition and Preferential Allotment shall be implemented on the basis of a Share Exchange Ratio of 1:2, whereby 2 (Two) Equity Shares of the Company shall be issued for every 1 (One) Equity Share of Truvolt Engineering Co Private Limited, as determined by the Independent Registered Valuers.

The details of the proposed Allottees are set out in the table below:

Sr.No	Name of the proposed allottees	Category (Promoter / Non-Promoter)	No of equity shares proposed to be allotted
1	DORNI VINIMOY PRIVATE LIMITED	Promoter	34,06,000
2	TIMELY FINANCIAL CONSULTANTS PVT LTD	Promoter Group	12,00,000
3	LIFEWOOD SHOPPERS PRIVATE LIMITED	Promoter Group	12,00,000
4	KAKOLI GHOSH	Promoter Group	5,89,900
5	MANAV PODDAR	Non-Promoter	8,89,000
6	SADHANABEN KIRTIKUMAR SANGHAVI	Non-Promoter	2,22,222
7	NEXUS GLOBAL OPPORTUNITIES FUND	Non-Promoter	2,00,000
8	RAJESH KUMAR CHANDAN .	Non-Promoter	2,00,000
9	KIRTI KESHAVLAL SANGHVI HUF	Non-Promoter	1,64,444
10	MOHIT KUMAR MATHUR	Non-Promoter	1,40,000
11	STARBULLS FINTRADE PRIVATE	Non-Promoter	1,20,000
12	VINOD KUMAR LODHA	Non-Promoter	1,10,000
13	VIJAY KUMAR PAHWA	Non-Promoter	1,02,500
14	STELLAR GROWTH FUND VCC-SILVER CAPITAL MANAGEMENT INCORPORATED VCC SUB-FUND	Non-Promoter	1,00,000
15	SUNRISE WEALTH ADVISORS LLP	Non-Promoter	90,000
16	NARESH KUMAR BHARGAVA	Non-Promoter	90,000
17	RISHABH BHARATBHAI BAGDIA (HUF) .	Non-Promoter	90,000

18	NARENDER KUMAR	Non-Promoter	90,000
19	RAMESHCHANDRA CHIMANLAL SHAH	Non-Promoter	90,000
20	SAFAL NETCARDS PRIVATE LIMITED	Non-Promoter	89,910
21	YOGESH CHAUDHARY	Non-Promoter	88,890
22	RATAN LAL AGARWAL	Non-Promoter	88,890
23	ANKITH JAIN	Non-Promoter	88,888
24	DEEPAK BAID	Non-Promoter	88,888
25	MANDALI AKSHAYA SAI	Non-Promoter	84,900
26	ROHIT NAVINCHANDRA SHAH HUF	Non-Promoter	80,000
27	ANKITA KHABIA	Non-Promoter	72,000
28	PARAS MAHENDRA SHAH	Non-Promoter	68,000
29	VIVEK LODHA	Non-Promoter	67,000
30	HURVAKSH ADI IRANI	Non-Promoter	66,666
31	PANCHAL MITABEN	Non-Promoter	62,500
32	ANSHUL INDRESHBHAI SHAH	Non-Promoter	62,500
33	DAIZAM AGGARWAL	Non-Promoter	62,500
34	KIRTIKUMAR KESHAVLAL SANGHVI	Non-Promoter	57,776
35	SAMIR RAMESH TANNA	Non-Promoter	54,000
36	VINOD KUMAR GUPTA	Non-Promoter	50,000
37	PARANTHAMAN THIRUVENGADAM	Non-Promoter	50,000
38	DHAVAL KAMALKUMAR ZAVERI	Non-Promoter	46,000
39	HRISHIKESH DATTATRAYA KALE	Non-Promoter	44,500
40	POONAM MITESH PATEL	Non-Promoter	44,500
41	ARYA WORLDWIDE PRIVATE LIMITED	Non-Promoter	44,454

42	ALPA RAJESH PUNMIYA	Non-Promoter	44,448
43	RAJESH SOHANRAJ PUNMIYA	Non-Promoter	44,448
44	KAVITA CHAUDHARY	Non-Promoter	44,446
45	SHWETABH KUMAR	Non-Promoter	44,444
46	BANDISH JAYESH JASANI	Non-Promoter	44,444
47	ASHWIN SHANTILAL PAREKH	Non-Promoter	44,444
48	INDRA KUMAR BAGRI	Non-Promoter	44,000
49	JINESH SATISHBHAI DOSHI HUF	Non-Promoter	40,000
50	AKSHAT KETAN SHAH	Non-Promoter	37,400
51	VEENA THUMMALA	Non-Promoter	36,000
52	NIKHIL GOEL	Non-Promoter	31,500
53	SILKY PUNGLIA	Non-Promoter	31,250
54	MANISHA .	Non-Promoter	31,250
55	MANJU JAIN	Non-Promoter	31,250
56	VINITA GAUR	Non-Promoter	31,250
57	RAJEEV AND SONS HUF .	Non-Promoter	31,250
58	KAPIL RAMJI KENIYA HUF	Non-Promoter	29,500
59	BHAVEN VASANJI GALA HUF .	Non-Promoter	28,644
60	BINA SURESH KESARIA	Non-Promoter	27,222
61	RAJVIRSINH KIRITSINH ZALA	Non-Promoter	27,000
62	RAMESHBHAI KANTILAL THAKKAR	Non-Promoter	24,000
63	ALPA KAMLESH CHHEDA	Non-Promoter	24,000
64	BHADRA UPEN PUROHIT	Non-Promoter	24,000
65	KEYUR HEMANT GOGRI	Non-Promoter	23,000

66	ABHISHEK SIKARIA	Non-Promoter	22,400
67	SAHIL KHURANA	Non-Promoter	22,400
68	DHARA JIGNESH DHAROD	Non-Promoter	22,400
69	SANJAY BANSAL	Non-Promoter	22,400
70	KANCHAN BALA	Non-Promoter	22,400
71	SAPHIRE DEVELOPERS PRIVATE LIMITED	Non-Promoter	22,400
72	VANDANA DEEPAK SAVLA	Non-Promoter	22,400
73	DEEPMALA GARG	Non-Promoter	22,400
74	AVANTI KHANDELWAL	Non-Promoter	22,400
75	DEEPAK AGARWAL	Non-Promoter	22,400
76	HIMANI AGRAWAL	Non-Promoter	22,400
77	SONPAL JAIN	Non-Promoter	22,400
78	TARUN KHANDELWAL	Non-Promoter	22,400
79	OVER2U ASSETS LLP	Non-Promoter	22,400
80	EKTA BHARDWAJ . .	Non-Promoter	22,400
81	SUSHANT VYAS	Non-Promoter	22,300
82	NIKULKUMAR BABULAL JANI	Non-Promoter	22,242
83	PANKAJ M SANCHETI	Non-Promoter	22,224
84	DEEPAK CHAPSHI RITA	Non-Promoter	22,224
85	RUKSANA NASIM KHAN	Non-Promoter	22,224
86	SONAL APURVA SHAH	Non-Promoter	22,224
87	JIGAR KIRITBHAI CHUDASAMA	Non-Promoter	22,224
88	DEVENDRA RAJMAL RANKA	Non-Promoter	22,224
89	JINAL PRATIK SHETH	Non-Promoter	22,224

90	KHUSHBU VIRAL DARJI	Non-Promoter	22,224
91	SEEMA SANJAY RATHOD .	Non-Promoter	22,224
92	VIDHI SANJAY RATHOD .	Non-Promoter	22,224
93	VANDANA MANOJ SORATHIA	Non-Promoter	22,224
94	SANJAY MANIKCHAND RATHOD	Non-Promoter	22,224
95	VISHAL VILAS SAGARI	Non-Promoter	22,224
96	MOKSHA RAJESH PUNAMIYA	Non-Promoter	22,224
97	KALPESH CHAPSHI RITA	Non-Promoter	22,224
98	JATIN MANSHI SHAH	Non-Promoter	22,222
99	SANJAY RAVINDRA MEHTA (HUF) .	Non-Promoter	22,222
100	DEVARAKONDA ANKALA RAO	Non-Promoter	22,222
101	KAMLESH BIPINCHANDRA SHAH	Non-Promoter	22,222
102	MANISHA KALPESH SHAH	Non-Promoter	22,222
103	NALINI BIPIN SHAH	Non-Promoter	22,222
104	PARTH JITENDRA NAGDA	Non-Promoter	22,222
105	NARENDRA KALYANJI GADA	Non-Promoter	22,222
106	HITESH SUBHASH SALIA	Non-Promoter	22,222
107	ABHAY BHARATKUMAR SHAH HUF	Non-Promoter	22,222
108	RAHUL RAIDANI	Non-Promoter	22,222
109	ASHISH SHOKIN SAMAR	Non-Promoter	22,222
110	TURQUOISE CAPITAL AND INVESTMENT	Non-Promoter	20,000
111	HARSHIL KAMAL ZAVERI (HUF)	Non-Promoter	18,000
112	RAMESH KARSHANDAS TANNA	Non-Promoter	18,000
113	KAMAL ZAVERI HUF .	Non-Promoter	18,000

114	TRUPTI RONAK SAVLA	Non-Promoter	17,800
115	SONAM SANJAY GUPTA	Non-Promoter	17,776
116	NITIN KASLIWAL	Non-Promoter	17,250
117	HARSHA TALREJA	Non-Promoter	16,000
118	NANDAN PRAVINBHAI GANATRA	Non-Promoter	15,556
119	SREELAKSHMI YALAMANCHILI	Non-Promoter	11,110
120	RAJAT MUKHIJA	Non-Promoter	10,678
121	SUKHDEV RAJ	Non-Promoter	9,800
122	RAMESH KUMAR GUPTA	Non-Promoter	9,000
123	MADHUVAN SECURITIES PRIVATE LIMITED	Non-Promoter	9,000
124	HIMANSHU YADAV	Non-Promoter	8,890
125	SYNERGY INVESTMENTS	Non-Promoter	6,902
126	VIKAS KUMAR	Non-Promoter	6,900
127	SHREYA MOBILITY PRIVATE LIMITED	Non-Promoter	6,900
128	VIKASH KHAITAN	Non-Promoter	6,900
129	SHANKAR SARAF	Non-Promoter	6,900
130	MANISH SHYAM SHARMA	Non-Promoter	6,900
131	LATHA KUMAR	Non-Promoter	6,222
132	GURPREET SINGH	Non-Promoter	6,188
133	VIJAYA KASLIWAL	Non-Promoter	5,000
134	KOMAL PRAVINBHAI GANATRA	Non-Promoter	4,444
135	GADDAMEEDI SRIKANTH REDDY	Non-Promoter	4,000
136	ASHISH KUMAR HIMMATSINGKA HUF	Non-Promoter	2,600
137	RAMABHIMA SUBRAHMANYA SARMA AYYAGARI	Non-Promoter	2,000

138	MANDADAPU GANGA BHAVANI	Non-Promoter	2,000
139	PURVI KETAN SHAH	Non-Promoter	100
	Total		**1,26,47,400**

RESOLVED FURTHER THAT upon completion of the proposed Share Swap Transaction and acquisition of up to 63,23,700 Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited, the said company shall become a Subsidiary of Harmony Capital Services Limited in accordance with the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is Friday, 17th July, 2026 being the date 30 (Thirty) days prior to the date ("Relevant Date") on which this special resolution will be deemed to be passed."

"RESOLVED FURTHER THAT:

(i) The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;

(ii) The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of the Special resolution by the member of the Company ,provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

(iii) The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (ICDR) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchange where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;

(iv) The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for consideration other than cash; and

(v) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.

(vi) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

"RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors (including any Committee thereof) be and is hereby authorised to delegate its powers to any Director, Chief Financial Officer, Company Secretary or other authorised officer(s) of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorized for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorized all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue the Private Placement Offer-cum-Application Letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., BSE Limited within the timelines prescribed under the applicable laws.

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental, SEBI, SE, MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

"RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint Merchant Bankers, Registered Valuers, Legal Advisors, Practising Company Secretaries, Chartered Accountants, Registrars and Share Transfer Agents, Advocates and such other professionals as may be required for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies."

6. <u>Approval for Increase in the Limit for Investment by Foreign Investors up to 100% of the Paid-up Equity Share Capital of the Company:</u>

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

"RESOLVED THAT pursuant to (i) the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), (ii) the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, (iii) the Foreign Exchange Management (Debt Instruments) Regulations, 2019, (iv) the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019, (v) the extant Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion (vi) the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations, 2019, as amended and (vii) all other applicable Rules, Schedules, Regulations, Circulars, Directions, Notifications, Press Notes, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to increase the limit of foreign investment by Foreign Investors as defined and registered under the relevant regulations of the Securities and Exchange Board of India ("SEBI"), on their own account and on behalf of each of their SEBI approved sub-accounts, by whatever name called, to acquire and hold equity shares of the Company, by acquisition through secondary market route for an aggregate limit of up to 100% of the paid-up equity share capital of the Company, provided however that the shareholding of the Foreign Investors on its own account and on behalf of each of their SEBI approved sub-accounts in the Company, shall not exceed such limits as may be prescribed, from time to time, under applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

7. Approval of Material Related Party Transactions with Truvolt Engineering Co Private Limited:

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

"RESOLVED THAT pursuant to the provisions of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the prior approval of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to enter into related party transaction(s), contract(s) and/or arrangement(s), as detailed in the Explanatory Statement annexed hereto, with Dorni Vinimoy Private Limited, Timely Financial Consultants Private Limited, Lifewood Shoppers Private Limited and Mrs. Kakoli Ghosh, for the acquisition by the Company of up to 63,23,700 Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited, through issuance and allotment of up to 1,26,47,400 Equity Shares of the Company on a preferential basis for consideration other than cash by way of a Share Swap Arrangement.

"RESOLVED FURTHER THAT the consideration for the proposed acquisition shall be discharged solely by way of issuance and allotment of Equity Shares of the Company in accordance with the valuation reports and the Share Exchange Ratio determined by the Independent Registered Valuers and the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, deeds, writings, documents and instruments as may be necessary or expedient to give effect to this Resolution, including execution of the Share Swap Agreement and other transaction documents, issuance and allotment of Equity Shares under the Share Swap Arrangement, making necessary filings with the Registrar of Companies, Stock Exchange(s), SEBI and other statutory or regulatory authorities and to settle any question, difficulty or doubt that may arise in relation thereto without requiring any further approval of the Members.

"RESOLVED FURTHER THAT the consideration for the proposed acquisition shall be discharged solely by way of issuance and allotment of Equity Shares of the Company in accordance with the valuation reports and the Share Exchange Ratio determined by the Independent Registered Valuers and the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, deeds, writings, documents and instruments as may be necessary or expedient to give effect to this Resolution, including execution of the Share Swap Agreement and other transaction documents, issuance and allotment of Equity Shares under the Share Swap Arrangement, making necessary filings with the Registrar of Companies, Stock Exchange(s), SEBI and other statutory or regulatory authorities and to settle any question, difficulty or doubt that may arise in relation thereto without requiring any further approval of the Members.

For HARMONY CAPITAL SERVICES LIMITED

Sd/-

Khyati Mishra
Company Secretary and Compliance Officer
Membership No: 70162

Place: Mumbai
Date: 16-07-2026

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), setting out the material facts and reasons for the proposed resolutions contained in this Postal Ballot Notice, is annexed hereto and forms part of this Notice.

2. In compliance with the provisions of the Act, the Rules and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), this Postal Ballot Notice along with instructions regarding remote e-voting is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on Friday, 10th July, 2026 and whose e-mail addresses are registered with the Company/Depository Participant(s).

3. The Company has engaged MUFG Intime India Private Limited ("MUFG Intime" or "RTA") for providing remote e-voting facility to its Members.

4. The remote e-voting period shall commence on Saturday, 18th July, 2026 at 9:00 A.M. (IST) and shall end on Sunday, 16th August, 2026 at 5:00 P.M. (IST). During this period, Members holding shares either in physical form or in dematerialised form as on the cut-off date may cast their votes electronically. The remote e-voting facility shall be disabled by MUFG Intime India Private Limited immediately thereafter and voting shall not be allowed beyond the said date and time.

5. The voting rights of the Members shall be reckoned in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose of Postal Ballot.

6. Pursuant to the applicable provisions of the Act, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is sending this Postal Ballot Notice only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s). Members who have not yet registered their e-mail addresses are requested to register/update the same with their respective Depository Participant(s) in case of shares held in dematerialised form and with MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company, in case of shares held in physical form. Members may also write to the Company at harmonycapital03@gmail.com for any assistance in this regard.

7. The resolutions, if approved by the requisite majority of the Members through Postal Ballot by remote e-voting, shall be deemed to have been passed on the last date specified for remote e-voting, i.e. Sunday, 16th August, 2026 in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.

   A Member cannot exercise his/her vote through proxy on a Postal Ballot. Accordingly, the appointment of proxies by Members for the purpose of voting on the resolutions set out in this Postal Ballot Notice is not permitted.

8. Pursuant to the applicable provisions of the Companies Act, 2013, the Rules framed thereunder, the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement regarding completion of dispatch of the Postal Ballot Notice and availability of remote e-voting facility shall be published in

one English newspaper having nationwide circulation and one vernacular newspaper in the language of the region where the Registered Office of the Company is situated, containing the prescribed particulars.

9. In case of any queries or grievances relating to the Postal Ballot Notice or remote e-voting, Members may contact the Registrar and Share Transfer Agent, MUFG Intime India Private Limited, or may write to the Company at harmonycapital03@gmail.com.

10. The Postal Ballot Notice is also available on the website of the Company at www.harmonycapitalserviceltd.com And on the website of BSE Limited at www.bseindia.com and on the website of MUFG Intime India Private Limited at https://www.in.mpms.mufg.com.

11. All documents referred to in this Postal Ballot Notice and the Explanatory Statement shall be available for inspection electronically by the Members without any fee from the date of circulation of this Notice up to the last date of remote e-voting. Members seeking to inspect such documents may send an email request to harmonycapital03@gmail.com mentioning their name, folio number/DP ID and Client ID.

12. Members desirous of inspecting the documents referred to in this Notice may send their requests from their registered e-mail addresses to harmonycapital03@gmail.com, mentioning their name, folio number/DP ID and Client ID. The relevant documents shall be made available electronically for inspection.

13. The results of the Postal Ballot shall be announced on or before two working days from the conclusion of the remote e-voting process. The results along with the Scrutinizer's Report shall be displayed on the website of the Company at www.harmonycapitalserviceltd.com on the website of MUFG Intime India Private Limited https://www.in.mpms.mufg.com and shall also be submitted to BSE Limited in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results shall also be displayed at the Registered Office of the Company.

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

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) 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.
e) 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 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
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.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.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'
d) Post successful registration, user will be provided with Login ID and password.
e) 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 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) 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 & click on "Login".
d) 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.
e) 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 CDSL

METHOD 1 - 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
b) Enter existing username, Password & click on “Login”.
c) 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.

Shareholders not registered for Easi/ Easiest facility:

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

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 on 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:

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")

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.

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.
   - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
   - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' 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' 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.

Non-Individual Body corporate shareholders shall send a scanned copy of the Board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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.

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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the Board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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**
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:

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

Individual 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.
- Further Click on **"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
- Further Click on **"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.

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".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 1 to 7.

Item No 1: Change in Designation of Mr. Rajesh Ghosh (DIN:00327645) From Director to Managing Director of the Company:

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 16th July, 2026, approved, subject to the approval of the Members, the appointment of Mr. Rajesh Ghosh (DIN: 00327645) as the Managing Director of the Company for a period of five (5) years, commencing from 28th February, 2026 up to 27th February, 2031, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Rajesh Ghosh was appointed as an Additional Director of the Company with effect from 28th February, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013. Thereafter, the Members of the Company, at the 32nd Annual General Meeting held on 03rd June, 2026, approved his appointment as a Director of the Company.

The Board is of the opinion that considering his extensive experience, leadership capabilities, strategic vision and valuable contribution towards the growth and affairs of the Company, his appointment as Managing Director is desirable and in the best interests of the Company.

The terms and conditions of his appointment, including remuneration, have been approved by the NRC and the Board and are in conformity with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The remuneration payable shall be within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) of the SEBI Listing Regulations.

The Board shall have the authority to alter or vary the terms and conditions of appointment, including remuneration, as may be agreed between the Board and Mr. Rajesh Ghosh, subject to compliance with the applicable statutory provisions.

1. The Company has received all statutory disclosures/declarations from Mr. Rajesh Ghosh, including:

2. Consent in writing to act as a Director pursuant to Section 152 of the Companies Act, 2013 and Form DIR-2 under the Companies (Appointment and Qualification of Directors) Rules, 2014;

3. Intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164(2) of the Companies Act, 2013;

4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 confirming that he has not been debarred from holding the office of Director by virtue of any order passed by SEBI or any other regulatory authority.

Except Mr. Rajesh Ghosh and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

<table>
<tr><td>1</td><td>Nature of Industry: The Company is engaged in the business of engineering, manufacturing, fabrication, foundry operations, industrial machinery and equipment, including allied engineering and industrial activities.</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial: 19/09/1994</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable</td></tr>
<tr><td>4</td><td>Financial performance based on given indications: Rs. In Lakhs
<table>
<tr><td>Particulars</td><td>2025-26</td><td>2024-25</td><td>2023-24</td></tr>
<tr><td>Turnover</td><td>-</td><td>-</td><td>0.64</td></tr>
<tr><td>Net profit after Tax</td><td>26.60</td><td>(60.47)</td><td>(6.73)</td></tr>
</table></td></tr>
<tr><td>5</td><td>Foreign investments or collaborations, if any: No such Collaborations</td></tr>
</table>

II. INFORMATION ABOUT THE APPOINTEE:

1.	**Background Details**: Mr. Rajesh Ghosh holds an MBA and brings extensive expertise in business strategy, operations, and organizational management. He has a proven track record of driving operational efficiency, fostering innovation, and implementing effective business solutions. His leadership and strategic vision will contribute significantly to the Company's growth and long-term objectives.
2.	**Past Remuneration:** Not Applicable
3.	**Recognition or awards**: Not Applicable
4.	**Job Profile and his suitability:** Mr. Rajesh Ghosh shall be responsible for the overall management, strategic direction and day-to-day affairs of the Company, including formulation and implementation of business strategies, expansion into engineering, manufacturing, fabrication and allied industrial activities, business development, corporate governance, financial oversight and regulatory compliance. Considering his extensive industry experience, leadership capabilities, business acumen and strategic vision, the Board is of the opinion that he possesses the requisite knowledge, expertise and managerial skills to effectively lead the Company and is well suited for the position of Managing Director.
5.	**Remuneration proposed:** Rs. 12,00,000 per annum apart from other perquisites and allowances.
6.	**Comparative remuneration profile with respect to industry, size of the Companyprofile of the position and person (in case of expatriates the relevant details wouldbe w.r.t. the country of his origin):** Considering the size and nature of the Company's business, the responsibilities associated with the office of the Managing Director, and the qualifications, experience, expertise and leadership capabilities of Mr. Rajesh Ghosh, the proposed remuneration is considered fair, reasonable and commensurate with the remuneration paid to managerial personnel holding similar positions in comparable companies.
7.	**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Not Applicable
8.	**Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which theperson has resigned in the past three years:** **Directorship:** None **Membership:** None

III. OTHER INFORMATION:

1.	**Reasons for inadequate profits:** The Company's profitability has been impacted due to the competitive business environment, increased operational costs, and ongoing business expansion initiatives. The Company is presently undertaking strategic consolidation and expansion of its business operations, and the anticipated benefits of these initiatives are expected to be realized over a period of time.
2.	**Steps taken or proposed to be taken for improvement:** Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. The company is planning to recruit new talent to meet the market demands of new technology solutions.
3.	**Expected increase in productivity and profit in measurable terms:** The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

Annexure- I
Details of Directors seeking Appointment/Re appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Rajesh Ghosh
DIN	00327645
Nature of appointment (appointment/ re-appointment)	Change in Designation from Director to Managing Director
Terms and Conditions of appointment / re-appointment	Change in Designation from Director to Managing Director
Age	57
Date of first appointment on the Board	28th February 2026
Qualifications	MBA
Brief Profile	Mr. Rajesh Ghosh holds an MBA and brings extensive expertise in business strategy, operations, and organizational management. He has a proven track record of driving operational efficiency, fostering innovation, and implementing effective business solutions. His leadership and strategic vision will contribute significantly to the Company's growth and long-term objectives.
Expertise in specific functional areas	As per Brief Profile given in the Explanatory Statement forming part of Notice
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board (Other than Listed Entity)	Nil
Names of listed entities from which the person has resigned in the past three years	Nil
Shareholding of Non Executive directors	NA
Shareholding in the Company.	28.32%
Details of remuneration sought to be paid	Nil
Remuneration last drawn	NA
Number of meetings of Board attended during the year (since his appointment)	1
Inter se relationship with any Director	Nil

Item No 2: Appointment of Ms. Khusbu Agrawal (DIN: 09847254) as an Independent Director of the Company:

Ms. Khusbu Agrawal (DIN: 09847254) was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 01st July, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.

The Company has received the requisite declarations, consents and confirmations from Ms. Khusbu Agrawal, including her consent to act as a Director, declaration of independence pursuant to Section 149(7) of the Act and confirmation that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

In the opinion of the Board, Ms. Khusbu Agrawal fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Considering her qualifications, experience, knowledge and expertise, the Board is of the view that her appointment as a Non-Executive Independent Director would be beneficial and in the best interests of the Company. Accordingly, approval of the Members is sought for her appointment as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from 01st July, 2026 up to 30th June, 2031, not liable to retire by rotation.

Brief profile of Ms. Khusbu Agrawal, nature of her expertise, disclosure of relationships between Directors inter-se and other information required under the Companies Act, 2013, Secretarial Standard-2 and the SEBI Listing Regulations are provided in the Annexure forming part of this Notice.

Except Ms. Khusbu Agrawal and her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

Item No 3: Appointment of Ms. Sweta Agarwal (DIN: 11247147) as an Independent Director of the Company:

Ms. Sweta Agarwal (DIN: 11247147) was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 01st July, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.

The Company has received the requisite declarations, consents and confirmations from Ms. Sweta Agarwal, including her consent to act as a Director, declaration of independence pursuant to Section 149(7) of the Act and confirmation that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

In the opinion of the Board, Ms. Sweta Agarwal fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Considering her qualifications, experience, knowledge and expertise, the Board is of the view that her appointment as a Non-Executive Independent Director would be beneficial and in the best interests of the Company. Accordingly, approval of the Members is sought for her appointment as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from 01st July, 2026 up to 30th June, 2031, not liable to retire by rotation.

Brief profile of Ms. Sweta Agarwal, nature of her expertise, disclosure of relationships between Directors inter-se and other information required under the Companies Act, 2013, Secretarial Standard-2 and the SEBI Listing Regulations are provided in the Annexure forming part of this Notice.

Except Ms. Sweta Agarwal and her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No 4: Appointment of Statutory Auditor to Fill Casual Vacancy:

M/s. Kapish Jain and Associates, Chartered Accountants, Statutory Auditors of the Company, tendered their resignation, resulting in a casual vacancy in the office of the Statutory Auditors of the Company.

Pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013, the Board of Directors, based on the recommendation of the Audit Committee, appointed M/s. Kale Malde and Co, Chartered Accountants (Firm Registration No. 154422W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the previous Statutory Auditors, subject to the approval of the Members.

The Company has received the written consent and a certificate of eligibility from M/s. Kale Malde and Co, Chartered Accountants, confirming that their appointment, if made, shall be in accordance with the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013.

Accordingly, approval of the Members is sought for the appointment of M/s. Kale Malde and Co, Chartered Accountants (Firm Registration No. 154422W), as the Statutory Auditors of the Company to hold office until the conclusion of the ensuing Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members

Item No 5: Acquisition of up to 63,23,700 Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited through Share Swap:

The Board of Directors of the Company, at its meeting held on 16th July, 2026, subject to the approval of the Members and such other approvals, permissions and sanctions as may be required, approved the acquisition of up to 63,23,700 (Sixty-Three Lakhs Twenty-Three Thousand Seven Hundred) Equity Shares representing 51% of the paid-up equity share capital of Truvolt Engineering Co Private Limited ("Target Company").

The proposed acquisition shall be undertaken through a share swap arrangement, whereby the Company shall issue and allot up to 1,26,47,400 (One Crore Twenty-Six Lakhs Forty-Seven Thousand Four Hundred) Equity Shares of face value Rs. 10/- each at an issue price of Rs. 66/- per Equity Share (including a premium of Rs. 56/- per Equity Share) aggregating to Rs. 83,47,28,400/-, on a preferential basis to the existing shareholders of the Target Company in consideration for transfer of their equity shares held in the Target Company.

The Board believes that the proposed acquisition is strategically beneficial for the Company as it would facilitate consolidation of business operations, expansion into new business segments, creation of synergistic opportunities, strengthening of the Company's business portfolio and long-term value creation for its shareholders.

Upon completion of the proposed acquisition, Truvolt Engineering Co Private Limited shall become a subsidiary of the Company.

The preferential issue of Equity Shares is proposed to be made in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The detailed disclosures as required under the Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations have been provided in this Explanatory Statement and form part of this Notice.

Except Dorni Vinimoy Private Limited and such other proposed allottees who may be deemed to be interested in the proposed transaction, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Special Resolution set out at Item No. 5 for approval of the Members.

Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI(ICDR) Regulations 2018 have been provided in a consolidated format for Item No. 5 of this Notice.

I. Particulars of the offer including date of passing of Board resolution;

The Board of Directors of the Company, at its meeting held on 16th July, 2026, approved, subject to the approval of the Members and receipt of all necessary statutory and regulatory approvals, the acquisition of up to 63,23,700 (Sixty-Three Lakhs Twenty-Three Thousand Seven Hundred) Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited, by way of a Share Swap Arrangement. In consideration thereof, the Board also approved the issuance and allotment of up to 1,26,47,400 (One Crore Twenty-Six Lakhs Forty-Seven Thousand Four Hundred) Equity Shares of the Company of face value of Rs. 10/- each at an issue price of Rs. 66/- per Equity Share (including a premium of Rs. 56/- per Equity Share) on a preferential basis for consideration other than cash, in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable laws.

II. Kinds of securities offered and the price at which security is being offered;

The Company proposes to issue and allot, on a preferential basis, up to 1,26,47,400 (One Crore Twenty Six Lakhs Forty Seven Thousand Four Hundred) fully paid-up Equity Shares of face value Rs. 10/- (Rupees Ten Only) each for consideration other than cash pursuant to a share swap arrangement.

The Equity Shares are proposed to be issued at a price of Rs. 66/- (Rupees Sixty Six Only) per Equity Share, comprising face value of Rs. 10/- (Rupees Ten Only) and securities premium of Rs. 56/- (Rupees Fifty Six Only) per Equity Share, aggregating to Rs. 83,47,28,400/- (Rupees Eighty Three Crores Forty Seven Lakhs Twenty Eight Thousand Four Hundred Only).

The issue price has been determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and is not less than the floor price determined under the applicable provisions of the SEBI ICDR Regulations.

III. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

The Equity Shares of the Company are listed on BSE Limited and are infrequently traded within the meaning of Regulation 165 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Accordingly, the issue price of the Equity Shares proposed to be allotted on a preferential basis has been determined in accordance with the provisions of Regulation 165 of the SEBI ICDR Regulations.

Since the proposed preferential issue is being undertaken for consideration other than cash pursuant to a share swap arrangement for acquisition of 63,23,700 (Sixty Three Lakhs Twenty Three Thousand Seven Hundred) Equity Shares representing 51% of the paid-up equity share capital of Truvolt Engineering Co Private Limited ("Target Company"), the valuation of the Equity Shares of the Company and the valuation of the Equity Shares of the Target Company have been carried out by Independent Registered Valuers in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations.

The valuation of the Equity Shares of Harmony Capital Services Limited has been carried out by Mr. CA Prashant Ghorela, Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2021/14003), Registered Valuer vide Valuation Report dated 16th July 2026, and the valuation of the Equity Shares of Truvolt Engineering Co Private Limited has been carried out by M/s. CA Prashant Ghorela, Registered Valuer, vide Valuation Report dated 16th July, 2026.

The valuation reports have been prepared by the Independent Registered Valuers using appropriate and internationally accepted valuation methodologies in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and generally accepted valuation principles.

The issue price of Rs. 66/- (Rupees Sixty-Six Only) per Equity Share, comprising a face value of Rs. 10/- (Rupees Ten Only) and a premium of Rs. 56/- (Rupees Fifty-Six Only) per Equity Share, has been determined after taking into consideration the aforesaid valuation reports, the fair value of the Equity Shares of the Company and the Target Company and the share exchange ratio derived therefrom. Based on the said valuation reports, the Share Exchange Ratio has been determined as 1:2, whereby 2 (Two) Equity Shares of Harmony Capital Services Limited shall be issued for every 1 (One) Equity Share of Truvolt Engineering Co Private Limited.

The Board of Directors has considered the valuation reports and is of the opinion that the proposed issue price and share exchange ratio are fair, reasonable and in compliance with the applicable provisions of the Companies Act, 2013, Chapter V of the SEBI ICDR Regulations and other applicable laws.

The valuation reports and other relevant documents relating to the proposed preferential issue shall be available for inspection by the Members electronically and at the Registered Office of the Company during business hours on all working days up to the last date of remote e-voting.

IV. Name and address of valuer who performed valuation;

The valuation of the Equity Shares of Harmony Capital Services Limited has been carried out by Mr. CA Prashant Ghorela, Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2021/14003), having its office at 703, Om Siddhivinayak Building, next to Paras Business Centre, Carter Road-01, Borivali East, Mumbai – 400066, vide Valuation Report dated 16th July, 2026.

The valuation of the Equity Shares of Truvolt Engineering Co Private Limited has been carried out by Mr. CA Prashant Ghorela, Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2021/14003), having its office at 703, Om Siddhivinayak Building, next to Paras Business Centre, Carter Road-01, Borivali East, Mumbai – 400066, vide Valuation Report dated 16th July, 2026.

The aforesaid valuation reports have been considered by the Board of Directors while approving the proposed preferential issue and share swap transaction.

V. Amount which the company intends to raise by way of such securities;

The Company proposes to issue and allot up to 1,26,47,400 (One Crore Twenty Six Lakhs Forty Seven Thousand Four Hundred) Equity Shares of face value Rs. 10/- each at an issue price of Rs. 66/- (Rupees Sixty Six Only) per Equity Share, including a premium of Rs. 56/- (Rupees Fifty Six Only) per Equity Share, aggregating to Rs. 83,47,28,400/- (Rupees Eighty Three Crores Forty Seven Lakhs Twenty Eight Thousand Four Hundred Only).

The proposed preferential issue is being undertaken for consideration other than cash pursuant to a share swap arrangement for acquisition of 63,23,700 (Sixty Three Lakhs Twenty Three Thousand Seven Hundred) Equity Shares representing 51% of the paid-up equity share capital of Truvolt Engineering Co Private Limited. Accordingly, no cash consideration shall be received by the Company against the proposed preferential allotment.

VI. Objects of the issue;

The proposed preferential issue is being undertaken for consideration other than cash pursuant to a Share Swap Arrangement for the acquisition of up to 63,23,700 (Sixty-Three Lakhs Twenty-Three Thousand Seven Hundred) Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited ("Truvolt").

The proposed acquisition is intended to enable the Company to acquire up to 63,23,700 (Sixty-Three Lakhs Twenty-Three Thousand Seven Hundred) Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited ("Truvolt"), and establish Truvolt as its subsidiary, subject to completion of the proposed transaction.

The acquisition is expected to strengthen the Company's business operations through strategic consolidation, expansion into engineering, manufacturing, fabrication and allied industrial activities, enhancement of operational capabilities and creation of long-term value for the shareholders of the Company.

The Equity Shares proposed to be allotted pursuant to the Preferential Issue shall be issued to the existing shareholders of Truvolt in consideration for the transfer of their equity shares in Truvolt to the Company in accordance with the valuation reports and the share exchange ratio determined by the Independent Registered Valuers.

The Board believes that the proposed transaction is in the best interests of the Company and its shareholders and is expected to generate strategic, operational and business synergies while supporting the long-term growth objectives of the Company.

VII. Total number of shares or other securities to be issued;

The Company proposes to issue and allot, on a preferential basis, up to 1,26,47,400 (One Crore Twenty Six Lakhs Forty Seven Thousand Four Hundred) fully paid-up Equity Shares of face value Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 66/- (Rupees Sixty Six Only) per Equity Share, including a premium of Rs. 56/- (Rupees Fifty Six Only) per Equity Share, for consideration other than cash pursuant to a share swap arrangement.

No other securities are proposed to be issued under this preferential issue.

VIII. Price or price band at/within which the allotment is proposed;

The Equity Shares are proposed to be issued and allotted at a price of Rs. 66/- (Rupees Sixty Six Only) per Equity Share, comprising a face value of Rs. 10/- (Rupees Ten Only) and a securities premium of Rs. 56/- (Rupees Fifty Six Only) per Equity Share.

The aforesaid issue price has been determined in accordance with the applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and is not less than the floor price determined thereunder.

IX. Basis on which the price has been arrived at along with report of the registered valuer;

The Equity Shares of the Company are infrequently traded in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018. Accordingly, the issue price of Rs. 66/- per Equity Share has been determined in accordance with the provisions of Regulation 165 of the SEBI ICDR Regulations.

Since the preferential issue is being undertaken for consideration other than cash pursuant to a share swap arrangement, valuation reports have been obtained from Independent Registered Valuers for both the Company and Truvolt Engineering Co Private Limited. The issue price and share exchange ratio have been determined based on such valuation reports and the Board considers the same to be fair and reasonable.

X. Relevant date with reference to which the price has been arrived at;

In accordance with Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Relevant Date for determining the issue price of the Equity Shares proposed to be issued on a preferential basis is Friday, 17th July, 2026.

The issue price of the Equity Shares has been determined in accordance with the applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

XI. The class or classes of persons to whom the allotment is proposed to be made;

The proposed Preferential Allotment comprises issuance of Equity Shares to certain persons belonging to the existing Promoter and Public Category. Pursuant to the proposed acquisition and share swap transaction, certain Proposed Allottees presently forming part of the Public Category shall be inducted into the Promoter Group of the Company upon completion of the Preferential Allotment and in accordance with applicable laws.

XII. Intention of promoters, directors or key managerial personnel to subscribe to the offer;

Dorni Vinimoy Private Limited, Promoters of the Company, are proposed allottees under the proposed Preferential Issue pursuant to the proposed share swap transaction. Save and except the aforesaid proposed allottees, none of the other Promoters, Directors, Key Managerial Personnel, Senior Management Personnel of the Company or their relatives intend to subscribe to the proposed Preferential Issue.

The Company has obtained necessary confirmations from the proposed allottees regarding compliance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, including restrictions relating to sale of Equity Shares during the prescribed period preceding the Relevant Date, wherever applicable.

XIII. The proposed time within which the allotment shall be completed;

As required under Regulation 170 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of the Equity Shares proposed to be issued on a preferential basis within a period of 15 (Fifteen) days from the date of passing of the Special Resolution by the Members.

Provided that where the allotment of the Equity Shares is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority, Government, Stock Exchange(s) or any other statutory authority, if applicable, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval(s) or permission(s).

The allotment of Equity Shares pursuant to the proposed preferential issue shall be subject to receipt of all necessary approvals, permissions and sanctions as may be required under applicable laws, including in-principle approval from BSE Limited and other regulatory authorities, wherever applicable.

XIV. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

XV. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

The proposed preferential allotment is proposed to be made to the following Proposed Allottees belonging to the Promoter and Public (Non-Promoter) categories. The names of the Proposed Allottees together with their pre-issue shareholding, number of Equity Shares proposed to be allotted and post-preferential issue shareholding are set out below:

Sr.No	Name of the Proposed Allottee	CATEGORY (PROMOTER/ NON - PROMOTER)	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottee	Pre-Issue Holding		No of equity shares proposed to be allotted	Post-Issue Holding	
				No. of Equity Shares	% of Holdings		No. of Equity Shares	% of Holdings
1	DORNI VINIMOY PRIVATE LIMITED	PROMOTER	DURGESHWARI DEVI CHOUDHURY	35,50,000	29.27%	3406000	6956000	28.08%
2	TIMELY FINANCIAL CONSULTANTS PRIVATE LIMITED	PROMOTER GROUP	DURGESHWARI DEVI CHOUDHURY			1200000	1200000	4.84%
3	LIFEWOOD SHOPPERS PRIVATE LIMITED	PROMOTER GROUP	DURGESHWARI DEVI CHOUDHURY			1200000	1200000	4.84%
4	KAKOLI GHOSH	PROMOTER GROUP				589900	589900	2.38%
5	MANAV PODDAR	NON - PROMOTER				889000	889000	3.59%
6	SADHANABEN KIRTIKUMAR SANGHAVI	NON - PROMOTER				222222	222222	0.90%
7	NEXUS GLOBAL OPPORTUNITIES FUND	NON - PROMOTER				200000	200000	0.81%
8	RAJESH KUMAR CHANDAN .	NON - PROMOTER				200000	200000	0.81%
9	KIRTI KESHAVLAL SANGHVI HUF	NON - PROMOTER	KIRTI KESHAVLAL SANGHVI			164444	164444	0.66%
10	MOHIT KUMAR MATHUR	NON - PROMOTER				140000	140000	0.57%
11	STARBULLS FINTRADE PRIVATE LIMITED	NON - PROMOTER	SUKHDEVBHAIM PRAJAPATI			120000	120000	0.48%
12	VINOD KUMAR LODHA	NON - PROMOTER				110000	110000	0.44%
13	VIJAY KUMAR PAHWA	NON - PROMOTER				102500	102500	0.41%
14	STELLAR GROWTH FUND VCC-SILVER CAPITAL MANAGEMENT	NON - PROMOTER				100000	100000	0.40%

	INCORPORATED VCC SUB-FUND							
15	SUNRISE WEALTH ADVISORS LLP	NON - PROMOTER	PRATIKKUMAR MORE			90000	90000	0.36%
16	NARESH KUMAR BHARGAVA	NON - PROMOTER				90000	90000	0.36%
17	RISHABH BHARATBHAI BAGDIA (HUF) .	NON - PROMOTER	RISHABH BHARATBHAI BAGADIA			90000	90000	0.36%
18	NARENDER KUMAR	NON - PROMOTER				90000	90000	0.36%
19	RAMESHCHANDRA CHIMANLAL SHAH	NON - PROMOTER				90000	90000	0.36%
20	SAFAL NETCARDS PRIVATE LIMITED	NON - PROMOTER	SANKET J SHAH			89910	89910	0.36%
21	YOGESH CHAUDHARY	NON - PROMOTER				88890	88890	0.36%
22	RATAN LAL AGARWAL	NON - PROMOTER				88890	88890	0.36%
23	ANKITH JAIN	NON - PROMOTER				88888	88888	0.36%
24	DEEPAK BAID	NON - PROMOTER				88888	88888	0.36%
25	MANDALI AKSHAYA SAI	NON - PROMOTER				84900	84900	0.34%
26	ROHIT NAVINCHANDRA SHAH HUF	NON - PROMOTER	ROHIT NAVINCHANDRA SHAH			80000	80000	0.32%
27	ANKITA KHABIA	NON - PROMOTER				72000	72000	0.29%
28	PARAS MAHENDRA SHAH	NON - PROMOTER				68000	68000	0.27%
29	VIVEK LODHA	NON - PROMOTER				67000	67000	0.27%
30	HURVAKSH ADI IRANI	NON - PROMOTER				66666	66666	0.27%
31	PANCHAL MITABEN	NON - PROMOTER				62500	62500	0.25%
32	ANSHUL INDRESHBHAI SHAH	NON - PROMOTER				62500	62500	0.25%
33	DAIZAM AGGARWAL	NON - PROMOTER		215000	1.77%	62500	277500	1.12%

34	KIRTIKUMAR KESHAVLAL SANGHVI	NON - PROMOTER				57776	57776	0.23%
35	SAMIR RAMESH TANNA	NON - PROMOTER				54000	54000	0.22%
36	VINOD KUMAR GUPTA	NON - PROMOTER				50000	50000	0.20%
37	PARANTHAMAN THIRUVENGADAM	NON - PROMOTER				50000	50000	0.20%
38	DHAVAL KAMALKUMAR ZAVERI	NON - PROMOTER				46000	46000	0.19%
39	HRISHIKESH DATTATRAYA KALE	NON - PROMOTER				44500	44500	0.18%
40	POONAM MITESH PATEL	NON - PROMOTER				44500	44500	0.18%
41	ARYA WORLDWIDE PRIVATE LIMITED	NON - PROMOTER	SHANI PRAHLADBHAI PATEL			44454	44454	0.18%
42	ALPA RAJESH PUNMIYA	NON - PROMOTER				44448	44448	0.18%
43	RAJESH SOHANRAJ PUNMIYA	NON - PROMOTER				44448	44448	0.18%
44	KAVITA CHAUDHARY	NON - PROMOTER				44446	44446	0.18%
45	SHWETABH KUMAR	NON - PROMOTER				44444	44444	0.18%
46	BANDISH JAYESH JASANI	NON - PROMOTER				44444	44444	0.18%
47	ASHWIN SHANTILAL PAREKH	NON - PROMOTER				44444	44444	0.18%
48	INDRA KUMAR BAGRI	NON - PROMOTER				44000	44000	0.18%
49	JINESH SATISHBHAI DOSHI HUF	NON - PROMOTER	JINESH SATISHBHAI DOSHI			40000	40000	0.16%
50	AKSHAT KETAN SHAH	NON - PROMOTER				37400	37400	0.15%
51	VEENA THUMMALA	NON - PROMOTER				36000	36000	0.15%
52	NIKHIL GOEL	NON - PROMOTER				31500	31500	0.13%
53	SILKY PUNGLIA	NON - PROMOTER				31250	31250	0.13%

54	MANISHA .	NON - PROMOTER				31250	31250	0.13%
55	MANJU JAIN	NON - PROMOTER				31250	31250	0.13%
56	VINITA GAUR	NON - PROMOTER				31250	31250	0.13%
57	RAJEEV AND SONS HUF .	NON - PROMOTER	RAJEEV ARORA	25550	0.21%	31250	56800	0.23%
58	KAPIL RAMJI KENIYA HUF	NON - PROMOTER	KAPIL RAMJI KENIYA	35000	0.29%	29500	64500	0.26%
59	BHAVEN VASANJI GALA HUF .	NON - PROMOTER	BHAVEN VASANJI GALA			28644	28644	0.12%
60	BINA SURESH KESARIA	NON - PROMOTER				27222	27222	0.11%
61	RAJVIRSINH KIRITSINH ZALA	NON - PROMOTER				27000	27000	0.11%
62	RAMESHBHAI KANTILAL THAKKAR	NON - PROMOTER				24000	24000	0.10%
63	ALPA KAMLESH CHHEDA	NON - PROMOTER				24000	24000	0.10%
64	BHADRA UPEN PUROHIT	NON - PROMOTER				24000	24000	0.10%
65	KEYUR HEMANT GOGRI	NON - PROMOTER				23000	23000	0.09%
66	ABHISHEK SIKARIA	NON - PROMOTER				22400	22400	0.09%
67	SAHIL KHURANA	NON - PROMOTER				22400	22400	0.09%
68	DHARA JIGNESH DHAROD	NON - PROMOTER				22400	22400	0.09%
69	SANJAY BANSAL	NON - PROMOTER				22400	22400	0.09%
70	KANCHAN BALA	NON - PROMOTER				22400	22400	0.09%
71	SAPHIRE DEVELOPERS PRIVATE LIMITED	NON - PROMOTER	SAMIR VILAS KADAM			22400	22400	0.09%
72	VANDANA DEEPAK SAVLA	NON - PROMOTER				22400	22400	0.09%
73	DEEPMALA GARG	NON - PROMOTER				22400	22400	0.09%
74	AVANTI KHANDELWAL	NON - PROMOTER		500	0.00%	22400	22900	0.09%

75	DEEPAK AGARWAL	NON - PROMOTER				22400	22400	0.09%
76	HIMANI AGRAWAL	NON - PROMOTER				22400	22400	0.09%
77	SONPAL JAIN	NON - PROMOTER				22400	22400	0.09%
78	TARUN KHANDELWAL	NON - PROMOTER				22400	22400	0.09%
79	OVER2U ASSETS LLP	NON - PROMOTER	RAJEEV ARORA			22400	22400	0.09%
80	EKTA BHARDWAJ . .	NON - PROMOTER				22400	22400	0.09%
81	SUSHANT VYAS	NON - PROMOTER				22300	22300	0.09%
82	NIKULKUMAR BABULAL JANI	NON - PROMOTER				22242	22242	0.09%
83	PANKAJ M SANCHETI	NON - PROMOTER				22224	22224	0.09%
84	DEEPAK CHAPSHI RITA	NON - PROMOTER				22224	22224	0.09%
85	RUKSANA NASIM KHAN	NON - PROMOTER				22224	22224	0.09%
86	SONAL APURVA SHAH	NON - PROMOTER				22224	22224	0.09%
87	JIGAR KIRITBHAI CHUDASAMA	NON - PROMOTER				22224	22224	0.09%
88	DEVENDRA RAJMAL RANKA	NON - PROMOTER				22224	22224	0.09%
89	JINAL PRATIK SHETH	NON - PROMOTER				22224	22224	0.09%
90	KHUSHBU VIRAL DARJI	NON - PROMOTER				22224	22224	0.09%
91	SEEMA SANJAY RATHOD .	NON - PROMOTER				22224	22224	0.09%
92	VIDHI SANJAY RATHOD .	NON - PROMOTER				22224	22224	0.09%
93	VANDANA MANOJ SORATHIA	NON - PROMOTER				22224	22224	0.09%
94	SANJAY MANIKCHAND RATHOD	NON - PROMOTER				22224	22224	0.09%
95	VISHAL VILAS SAGARI	NON - PROMOTER				22224	22224	0.09%

96	MOKSHA RAJESH PUNAMIYA	NON - PROMOTER				22224	22224	0.09%
97	KALPESH CHAPSHI RITA	NON - PROMOTER				22224	22224	0.09%
98	JATIN MANSHI SHAH	NON - PROMOTER				22222	22222	0.09%
99	SANJAY RAVINDRA MEHTA (HUF) .	NON - PROMOTER	SANJAY RAVINDRA MEHTA			22222	22222	0.09%
100	DEVARAKONDA ANKALA RAO	NON - PROMOTER		11676	0.10%	22222	33898	0.14%
101	KAMLESH BIPINCHANDRA SHAH	NON - PROMOTER				22222	22222	0.09%
102	MANISHA KALPESH SHAH	NON - PROMOTER				22222	22222	0.09%
103	NALINI BIPIN SHAH	NON - PROMOTER				22222	22222	0.09%
104	PARTH JITENDRA NAGDA	NON - PROMOTER				22222	22222	0.09%
105	NARENDRA KALYANJI GADA	NON - PROMOTER				22222	22222	0.09%
106	HITESH SUBHASH SALIA	NON - PROMOTER				22222	22222	0.09%
107	ABHAY BHARATKUMAR SHAH HUF	NON - PROMOTER	ABAY B SHAH			22222	22222	0.09%
108	RAHUL RAIDANI	NON - PROMOTER				22222	22222	0.09%
109	ASHISH SHOKIN SAMAR	NON - PROMOTER				22222	22222	0.09%
110	TURQUOISE CAPITAL AND INVESTMENT	NON - PROMOTER	VIVEK HARIPAL SINGH			20000	20000	0.08%
111	HARSHIL KAMAL ZAVERI (HUF)	NON - PROMOTER	HARSHIL K ZAVERI			18000	18000	0.07%
112	RAMESH KARSHANDAS TANNA	NON - PROMOTER				18000	18000	0.07%
113	KAMAL ZAVERI HUF .	NON - PROMOTER	KAMAL ZAVERI			18000	18000	0.07%
114	TRUPTI RONAK SAVLA	NON - PROMOTER				17800	17800	0.07%
115	SONAM SANJAY GUPTA	NON - PROMOTER				17776	17776	0.07%
116	NITIN KASLIWAL	NON - PROMOTER				17250	17250	0.07%

117	HARSHA TALREJA	NON - PROMOTER				16000	16000	0.06%
118	NANDAN PRAVINBHAI GANATRA	NON - PROMOTER				15556	15556	0.06%
119	SREELAKSHMI YALAMANCHILI	NON - PROMOTER				11110	11110	0.04%
120	RAJAT MUKHIJA	NON - PROMOTER				10678	10678	0.04%
121	SUKHDEV RAJ	NON - PROMOTER				9800	9800	0.04%
122	RAMESH KUMAR GUPTA	NON - PROMOTER				9000	9000	0.04%
123	MADHUVAN SECURITIES PRIVATE LIMITED	NON - PROMOTER	ASHISH VYAS			9000	9000	0.04%
124	HIMANSHU YADAV	NON - PROMOTER				8890	8890	0.04%
125	SYNERGY INVESTMENTS	NON - PROMOTER	RITU AGARWAL			6902	6902	0.03%
126	VIKAS KUMAR	NON - PROMOTER				6900	6900	0.03%
127	SHREYA MOBILITY PRIVATE LIMITED	NON - PROMOTER	Ashish Sharma			6900	6900	0.03%
128	VIKASH KHAITAN	NON - PROMOTER				6900	6900	0.03%
129	SHANKAR SARAF	NON - PROMOTER				6900	6900	0.03%
130	MANISH SHYAM SHARMA	NON - PROMOTER				6900	6900	0.03%
131	LATHA KUMAR	NON - PROMOTER				6222	6222	0.03%
132	GURPREET SINGH	NON - PROMOTER				6188	6188	0.02%
133	VIJAYA KASLIWAL	NON - PROMOTER		30000	0.25%	5000	35000	0.14%
134	KOMAL PRAVINBHAI GANATRA	NON - PROMOTER				4444	4444	0.02%
135	GADDAMEEDI SRIKANTH REDDY	NON - PROMOTER				4000	4000	0.02%
136	ASHISH KUMAR HIMMATSINGKA HUF	NON - PROMOTER	ASHISH KUMAR HIMMATSINGKA			2600	2600	0.01%
137	RAMABHIMA SUBRAHMANYA SARMA AYYAGARI	NON - PROMOTER				2000	2000	0.01%

138	MANDADAPU GANGA BHAVANI	NON - PROMOTER				2000	2000	0.01%
139	PURVI KETAN SHAH	NON - PROMOTER				100	100	0.00%

XVI. <u>The change in control, if any, in the company that would occur consequent to the preferential offer;</u>

Consequent to the proposed preferential issue of Equity Shares, there is no change in control or management of the Company.

XVII. <u>The number 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;</u>

During the Financial Year 2025-26, the Company had made a preferential allotment of 91,26,000 Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 10/- per Equity Share aggregating to Rs. 9,12,60,000/- to investors belonging to the Public (Non-Promoter) category. The said Equity Shares have been allotted and duly listed and admitted to trading on BSE Limited.

Save and except the aforesaid preferential allotment, the Company has not made any other issue or allotment of securities on a preferential basis during the Financial Year 2025-26.

XVIII. <u>The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:</u>

The proposed Preferential Issue is being undertaken for consideration other than cash pursuant to a share swap arrangement for acquisition of 63,23,700 (Sixty Three Lakhs Twenty Three Thousand Seven Hundred) Equity Shares constituting 51% of the paid-up equity share capital of Truvolt Engineering Co Private Limited ("Target Company") from the Proposed Allottees.

The acquisition of the aforesaid equity shares is proposed to be discharged by issuance and allotment of up to 1,26,47,400 Equity Shares of the Company on a preferential basis to the Proposed Allottees in accordance with the share exchange ratio determined on the basis of the valuation reports obtained in respect of the Company and the Target Company.

In terms of the provisions of the Companies Act, 2013 and Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company has obtained valuation reports from Independent Registered Valuers for determining the fair value of the Equity Shares of the Company and the Target Company and the resultant share exchange ratio.

The valuation reports are available for inspection by the Members during the remote e-voting period and shall also be made available on the website of the Company at www.harmonycapitalserviceltd.com and can be accessed in accordance with the applicable provisions of the SEBI ICDR Regulations.

XIX. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees;

The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, wherever applicable, is set out below:

Sr. No	NAME	Category	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottee	Pre-Issue Holding		No of equity shares proposed to be allotted	Post-Issue Holding		
				No. of Equity Shares	% of Holdings		No. of Equity Shares	% of Holdings	
1	DORNI VINIMOY PRIVATE LIMITED	PROMOTER	DURGESHWARI DEVI CHOUDHURY	35,50,000	22.26	34,06,000	69,56,000	28.08%	24774300
2	TIMELY FINANCIAL CONSULTANTS PVT LTD	PROMOTER GROUP	DURGESHWARI DEVI CHOUDHURY			12,00,000	12,00,000	4.84%	24774300
3	LIFEWOOD SHOPPERS PRIVATE LIMITED	PROMOTER GROUP	DURGESHWARI DEVI CHOUDHURY			12,00,000	12,00,000	4.84%	24774300
4	KIRTI KESHAVLAL SANGHVI HUF	NON - PROMOTER	KIRTI KESHAVLAL SANGHVI			1,64,444	1,64,444	0.66%	24774300
5	STARBULLS FINTRADE PRIVATE LIMITED	NON - PROMOTER	SUKHDEVBHAI M PRAJAPATI			1,20,000	1,20,000	0.48%	24774300
6	SUNRISE WEALTH ADVISORS LLP	NON - PROMOTER	PRATIKKUMAR MORE			90,000	90,000	0.36%	24774300
7	RISHABH BHARATBHAI BAGDIA (HUF) .	NON - PROMOTER	RISHABH BHARATBHAI BAGADIA			90,000	90,000	0.36%	24774300
8	SAFAL NETCARDS PRIVATE LIMITED	NON - PROMOTER	SANKET J SHAH			89,910	89,910	0.36%	24774300
9	ROHIT NAVINCHANDRA SHAH HUF	NON - PROMOTER	ROHIT NAVINCHANDRA SHAH			80,000	80,000	0.32%	24774300
10	ARYA WORLDWIDE PRIVATE LIMITED	NON - PROMOTER	SHANI PRAHLADBHAI PATEL			44,454	44,454	0.18%	24774300
11	JINESH SATISHBHAI DOSHI HUF	NON - PROMOTER	JINESH SATISHBHAI DOSHI			40,000	40,000	0.16%	24774300
12	RAJEEV AND SONS HUF .	NON - PROMOTER	RAJEEV ARORA	25,550	0.21	31,250	56,800	0.23%	24774300
13	KAPIL RAMJI KENIYA HUF	NON - PROMOTER	KAPIL RAMJI KENIYA	35,000	0.29	29,500	64,500	0.26%	24774300
14	BHAVEN VASANJI GALA HUF .	NON - PROMOTER	BHAVEN VASANJI GALA			28,644	28,644	0.12%	24774300

15	SAPHIRE DEVELOPERS PRIVATE LIMITED	NON - PROMOTER	SAMIR VILAS KADAM			22,400	22,400	0.09%	24774300
16	OVER2U ASSETS LLP	NON - PROMOTER	RAJEEV ARORA			22,400	22,400	0.09%	24774300
17	SANJAY RAVINDRA MEHTA (HUF) .	NON - PROMOTER	SANJAY RAVINDRA MEHTA			22,222	22,222	0.09%	24774300
18	ABHAY BHARATKUMAR SHAH HUF	NON - PROMOTER	ABAY B SHAH			22,222	22,222	0.09%	24774300
19	HARSHIL KAMAL ZAVERI (HUF)	NON - PROMOTER	HARSHIL K ZAVERI			18,000	18,000	0.07%	24774300
20	KAMAL ZAVERI HUF .	NON - PROMOTER	KAMAL ZAVERI			18,000	18,000	0.07%	24774300
21	MADHUVAN SECURITIES PRIVATE LIMITED	NON - PROMOTER	ASHISH VYAS			9,000	9,000	0.04%	24774300
22	SHREYA MOBILITY PRIVATE LIMITED	NON - PROMOTER	Ashish Sharma			6,900	6,900	0.03%	24774300
23	ASHISH KUMAR HIMMATSINGKA HUF	NON - PROMOTER	ASHISH KUMAR HIMMATSINGKA			2,600	2,600	0.01%	24774300
24	TURQUOISE CAPITAL AND INVESTMENT	NON - PROMOTER	VIVEK HARIPAL SINGH			20,000	20,000	0.08%	24774300
25	SYNERGY INVESTMENTS	NON - PROMOTER	RITU AGARWAL			6,902	6,902	0.03%	24774300

XX. <u>The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter;</u>

All the above proposed allottees formed part of the Public category, except Dorni Vinimoy Private Limited, which formed part of the Promoter category, and Timely Financial Consultants Private Limited, Lifewood Shoppers Private Limited and Mrs. Kakoli Ghosh, who formed part of the Promoter Group. The proposed status of the proposed allotees is mentioned above.

XXI. <u>Payment of Consideration;</u>

The issue of Subscription Shares is by way of consideration other than cash.

XXII. <u>Monitoring Agency;</u>

Proposed Preferential Issue is for a non-cash consideration (being swap Shares), and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the SEBI (ICDR) Regulations is not applicable.

XXIII. Lock-in period and restrictions on transferability Regulation 167 of SEBI (ICDR) Regulation, 2018;

The entire pre-preferential shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchange(s), in accordance with Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares proposed to be allotted pursuant to the Preferential Issue shall be subject to lock-in requirements as prescribed under Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable.

XXIV. Listing;

The existing Equity Shares of the Company are listed on and admitted to trading on BSE Limited ("BSE").

The Company shall make an application to BSE Limited for obtaining in-principle approval for the proposed Preferential Issue of Equity Shares in accordance with Regulation 28 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws.

The Equity Shares proposed to be allotted pursuant to the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, if any, from the date of allotment.

The Company shall, after allotment of the Equity Shares, make the necessary application to BSE Limited for grant of listing and trading approval, and the Equity Shares shall be listed and admitted to trading, subject to receipt of the requisite approvals and compliance with applicable laws.

XXV. Practicing Company Secretary's Certificate pursuant to Regulation 163(2) of the SEBI (ICDR) Regulations, 2018;

The certificate from M/s. Ajay Yadav & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall be available for inspection by the Members during the remote e-voting period and shall also be made available electronically in accordance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and the MCA Circulars.

XXVI. Undertaking:

- As the equity shares of the Company have been listed on BSE for a period of more than 90 trading days as on the relevant date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the subscription shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of ICDR Regulations, if required.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked in till the time such amount is paid.

- Neither the Company nor any of its Promoters or Directors has been declared as a wilful defaulter or fraudulent borrower, as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of the Promoters or Directors of the Company is a fugitive economic offender, as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange, where the Equity Shares of the Company are listed and the SEBI LODR Regulations, as amended, and any circular or notification issued by SEBI.

- None of the proposed allottees have been debarred by SEBI from accessing the Capital Market.

XXVII. Other Disclosures:

- None of the allotees is a fugitive economic offender as defined under the ICDR Regulations.

- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.

- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares.

- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations, 2018 and shall be made in a dematerialized form only.

- Each of the Proposed Allottees has confirmed that it/he/she has not sold any Equity Shares of the Company during the 90 trading days immediately preceding the Relevant Date in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- All the entire pre-preferential shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 Trading days from the grant of trading approval by the stock exchange, as per the requirement of Regulation 167(6) of SEBI (ICDR) Regulations 2018.

- There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

XXVIII. The pre issue and post issue shareholding pattern of the company in the following format-

Sr. No.	Category	Pre-Issue Equity		Post-Issue Equity	
A	**Promoter / Promoter Group Holding**	**No of Shares held**	**% of shareholding**	**No of Shares held**	**% of shareholding**
1	**Indian**				-
	Individuals/PAC	36,50,000	30.10	39,97,400	16.14
	Bodies Corporate	35,50,000	29.27	93,56,000	37.76
	Any Other				
	Sub Total A 1	**72,00,000**	**59.37**	**1,33,53,400**	**53.90**
					-
2	**Foreign Promoter**				-
	Individuals/NRI/Foreign individuals/PAC				-
	Bodies Corporate				-
	Sub Total A 2	-	-	-	-
					-
	Total Promoters Group A= A1+A2	**72,00,000**	**59.37**	**1,33,53,400**	**53.90**
					-
B	**Public/Non-Promoters Shareholding**				-
1	Institutional Investors			3,00,000	1.21
A	Mutual Funds/Banks/FI				
B	FII's/PIS				-
	Sub Total B1			**3,00,000**	**1.21**
					-
2	**Non-Institutions**				-
	Individual share capital upto Rs. 2 Lacs	17,82,534	14.70	17,86,634	7.21
	Individual share capital in excess of Rs. 2 Lacs	26,25,000	21.65	78,62,954	31.74
	Non-Resident Indian (NRI)	1,01,660	0.85	1,01,660	0.41
	Clearing Members				
	Foreign Bodies Corporate				
	Indian Bodies Corporate	94,709	0.78	94,709	0.38
	Foreign Nationals				-
-	Others (HUF, NBFC, LLP and Trusts)	3,22,297	2.64	12,74,243	5.14
-	Unclaimed or Suspense or Escrow Account	700	0.01	700	0.00
-	**Sub Total B 2**	**49,26,900**	**40.63**	**1,11,20,900**	**44.89**
-	**Total Public Shareholding B- B1+B2**	**49,26,900**	**40.63**	**1,14,20,900**	**46.10**
-	**GRAND TOTAL A+B**	**1,21,26,900**	**100.00**	**2,47,74,300**	**100.00**

Item No 6: Approval for Increase in the Limit for Investment by Foreign Investors up to 100% of the Paid-up Equity Share Capital of the Company:

The Members are informed that pursuant to the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 and other applicable laws, a listed Indian company may increase the aggregate limit of investment by Foreign Portfolio Investors ("FPIs") up to the applicable sectoral cap/statutory ceiling, subject to the approval of its Members by way of a Special Resolution.

The aggregate FPI holding in the Company shall not exceed the sectoral cap or statutory limit prescribed under FEMA, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and other applicable laws and regulations, as amended from time to time.

The proposed increase in the FPI investment limit shall not, by itself, result in any change in control or management of the Company.

The Company is engaged in the business of manufacturing, fabrication, engineering and allied industrial activities, including manufacture, design, fabrication, trading and dealing in machinery, equipment, components, spare parts and accessories and undertaking engineering, foundry, forging, installation, maintenance and related industrial projects. The sector in which the Company operates permits foreign investment up to the applicable sectoral cap under the extant Foreign Direct Investment Policy and FEMA Regulations.

In order to:

• Broaden the investor base of the Company;
• Enhance liquidity in the equity shares of the Company;
• Attract foreign portfolio investments;
• Improve market capitalization and global investor participation; and
• Provide greater flexibility for future capital market opportunities,

the Board of Directors of the Company, at its meeting held on 16th July, 2026, approved the proposal to increase the aggregate investment limit for Foreign Portfolio Investors up to 100% of the paid-up equity share capital of the Company, subject to:

• Applicable sectoral caps under the extant FDI Policy;
• FEMA and rules/regulations framed thereunder;
• Applicable directions, notifications and guidelines issued by the Reserve Bank of India;
• SEBI (Foreign Portfolio Investors) Regulations, 2019;
• SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
• All other applicable laws, rules and regulations in force from time to time.

The increased investment limit shall apply to acquisition of equity shares of the Company through permissible routes, including secondary market purchases and such other modes as may be permitted under applicable laws. Any acquisition resulting in a change in control of the Company shall be subject to separate approvals and compliance requirements under the applicable provisions of FEMA, SEBI regulations and other relevant laws.

The Board of Directors is of the opinion that the proposed increase in the FPI investment limit is in the best interests of the Company and its stakeholders.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7: Approval of Material Related Party Transactions with Truvolt Engineering Co Private Limited

The Board of Directors of the Company, at its Meeting held on 16^{th} July, 2026, has approved, subject to the approval of the Members and receipt of all applicable statutory and regulatory approvals, the acquisition of up to 63,23,700 (Sixty Three Lakhs Twenty Three Thousand Seven Hundred) Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited ("Truvolt"), by way of a Share Swap Arrangement.

The consideration for the proposed acquisition shall be discharged by way of issuance and allotment of up to 1,26,47,400 (One Crore Twenty Six Lakhs Forty Seven Thousand Four Hundred) Equity Shares of the Company having a face value of Rs. 10/- each at an issue price of Rs. 66/- per Equity Share (including a premium of Rs. 56/- per Equity Share) on a preferential basis for consideration other than cash, in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Among the existing shareholders of Truvolt are Dorni Vinimoy Private Limited, Timely Financial Consultants Private Limited, Lifewood Shoppers Private Limited and Mrs. Kakoli Ghosh, who are related parties of the Company under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the acquisition of Equity Shares held by the aforesaid related parties pursuant to the proposed Share Swap Arrangement constitutes a Material Related Party Transaction requiring approval of the Members under Regulation 23 of the SEBI Listing Regulations.

The Audit Committee has reviewed the proposed transaction and recommended the same to the Board of Directors. The Board of Directors has approved the proposed transaction, subject to the approval of the Members.

The proposed transaction shall be undertaken on the basis of the valuation reports issued by the Independent Registered Valuers and the Share Exchange Ratio determined thereunder and is expected to facilitate strategic consolidation, strengthen the Company's business operations and create long-term value for its shareholders.

Except to the extent of their respective interest in the proposed transaction, Dorni Vinimoy Private Limited, Timely Financial Consultants Private Limited, Lifewood Shoppers Private Limited, Mrs. Kakoli Ghosh and Mr. Rajesh Ghosh may be deemed to be concerned or interested in the Resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Special Resolution set out at Item No. 7 for approval of the Members.

Disclosure of Information pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 read with BSE Circular dated 14th October, 2025 or approval of Related Party Transactions.

Sr. No	Particular	Details
1.	Name of the Related Party	Dorni Vinimoy Private Limited, Timely Financial Consultants Private Limited, Lifewood Shoppers Private Limited and Mrs. Kakoli Ghosh.
2.	Name of the director or key managerial personnel who is related, if any;	Mr. Rajesh Ghosh, Promoter and Director of the Company, also serves as a Director of Truvolt Engineering Co Private Limited and may be deemed to be interested in the proposed transaction to the extent of his interest, if any
3.	Nature of relationship;	Related Parties under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	Acquisition by the Company of up to 63,23,700 (Sixty Three Lakhs Twenty Three Thousand Seven Hundred) Equity Shares, representing approximately 51% of the paid-up Equity Share Capital of Truvolt Engineering Co Private Limited, through a Share Swap Arrangement against issuance and allotment of up to 1,26,47,400 Equity Shares of the Company on a preferential basis for consideration other than cash.
5.	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section	The Audit Committee reviewed the background of the proposed transaction, business rationale, valuation reports issued by the Independent Registered Valuers, Share Exchange Ratio, issue price determined under Chapter V of the SEBI (ICDR) Regulations, 2018, material terms of the Share Swap Arrangement, nature of relationship, commercial rationale, arm's length basis, and justification for entering into the proposed transaction before granting its approval.
6.	Justification for why the proposed transaction is in the interest of the listed entity	The proposed transaction will enable the Company to acquire a controlling stake in Truvolt Engineering Co Private Limited, thereby making Truvolt a subsidiary of the Company. The acquisition is expected to facilitate strategic diversification, expansion into engineering, manufacturing and allied industrial activities, operational synergies,

		strengthening of business operations and long-term value creation for the shareholders of the Company.
7.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above	Not Applicable, since the proposed transaction does not involve any loan, inter-corporate deposit, advance or investment.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The valuation reports and other external reports relied upon by the Company in relation to the proposed transaction shall be made available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and shall also be made available through the registered e-mail address of the shareholders upon request.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable / Not presently ascertainable.
10.	Any other information that may be relevant.	The proposed transaction is subject to the approval of the Members, receipt of In-principle Approval from BSE Limited and such other statutory and regulatory approvals as may be applicable. The transaction shall be undertaken in accordance with the Companies Act, 2013, the SEBI Listing Regulations, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.