

Public Announcement (“PA”) under Regulations 3(1), 4 read with Regulation 13, Regulation 14 and Regulation 15(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
HARMONY CAPITAL SERVICES LTD**

Open Offer for acquisition of upto 31,52,994 (Thirty-One Lakh Fifty-Two Thousand Nine Hundred Ninety-Four) fully paid-up Equity Shares having face value of ₹ 10/- (Rupees Ten Only) each (‘Offer Shares’) representing 26.00% (Twenty Six Percent) of the emerging Equity and Voting Share Capital of Harmony Capital Services Limited (‘Target Company’ or ‘HCSL’) as defined below at an offer price of ₹ 10.00/- (Rupees Ten Only) per Equity Share, by Mr. Rajesh Ghosh (“Acquirer 1”) and Dorni Vinimoy Private Limited (“Acquirer 2”) (hereinafter referred to as ‘Acquirers’) pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (‘Offer’ or ‘Open Offer’).

This public announcement (“**Public Announcement**” / “**PA**”) is being issued by **Bonanza Portfolio Limited (“BPL/ Manager to the Offer”)**, for and on behalf of the Acquirers, to the public shareholders (*as defined below*) of Target Company, pursuant to and in compliance with the provisions of Regulations 3(1) and 4, read with Regulations 13, 14, and 15(1) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (**hereinafter referred to “SEBI (SAST) Regulations, 2011”**).

For the purpose of this Public Announcement, the following terms shall have the meanings assigned to them below:

- a) **“Board of Directors”** means Board of Directors of Target Company
- b) **“Equity Shares”** means the fully paid-up Equity Shares of the Target Company of face value of ₹ 10.00 (Rupees Ten Only).
- c) **“Existing Equity and Voting Share Capital”** means ₹3,00,09,000 (Rupees Three Crores Nine Thousand Only) Equity Share Capital of the Target Company divided into 30,00,900 (Thirty Lakh Nine Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each, prior to the proposed Preferential Issue of 91,26,000 (Ninety One Lakh Twenty Six Thousand) Equity Shares of face value of ₹10/-.
- d) **“Emerging Equity and Voting Share Capital”** means ₹12,12,69,000 (Rupees Twelve Crore Twelve Lakh Sixty-Nine Thousand Only) Equity Share Capital of the Target Company divided into 1,21,26,900 (One Crore Twenty-One Lakh Twenty-Six Thousand Nine Hundred) Equity Shares of ₹10.00 /-(Rupees Ten Only) each pursuant to the allotment of 91,26,000 (Ninety-One Lakh Twenty-Six Thousand) Equity Shares of ₹10/ (Rupees Ten Only) each on preferential basis, as approved by Board of Directors of the Target Company on November 20, 2025.
- e) **“Existing Promoter”** shall mean Mr. Anish Sharma, who have been classified and disclosed as promoter in the shareholding pattern filed by the Target Company with the Stock Exchange(s) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, immediately prior to the date of this Public Announcement, and who is identified as Promoter in accordance with Regulation 2(1)(s) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- f) **“Public Shareholders”** shall mean all the Equity Shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, except the Acquirers, Existing Promoter(s) of the Target Company and any person deemed to be acting in concert with them, pursuant to and in compliance with the provisions of regulation 7(6) of the SEBI (SAST) Regulations, 2011;
- g) **“Proposed Preferential Issue of Equity Shares”** shall mean issue of 91,26,000 (Ninety One Lakh Twenty-

Six Thousand) Equity Shares having face value of ₹ 10 (Rupees Ten Only) at an offer price of Rs. 10 (Rupees Ten only) each aggregating to ₹9,12,60,000 (Rupees Nine Crore Twelve Lakh Sixty Thousand) on preferential basis as approved by the Board of Directors of the Target Company on November 20, 2025, subject to approval of Members and other regulators, if any.

- h) **“SEBI”** means Securities and Exchange Board of India.
- i) **“SEBI (ICDR) Regulations, 2018”** means Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, as amended.
- j) **“SEBI (LODR) Regulations, 2015”** means Securities and Exchange Board of India (Listing and Obligation and Disclosure Requirements), 2015, as amended.
- k) **“Stock Exchange/ BSE”** means BSE Limited;
- l) **“Tendering Period”** has the same meaning as described to it under the SEBI (SAST) Regulations 2011;
- m) **‘Voting Share Capital’** means the total voting Equity Share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) Working Day from the closure of the Tendering Period of the Offer;
- n) **‘Working Day’** means any working day of the Securities and Exchange Board of India;

1. Offer Details

- 1.1 **Offer Size:** The Acquirers hereby make this Open Offer to the Public Shareholders of the Target Company to acquire up to 31,52,994 (Thirty-One Lakh Fifty-Two Thousand Nine Hundred Ninety-Four) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each (“Offer Shares”), representing 26.00% (Twenty Six Percent) of the Emerging Equity & Voting Share Capital of the Target Company (“Offer Size”), subject to the terms and conditions mentioned in this Public Announcement and to be set out in the Detailed Public Statement (“DPS”) and the Letter of Offer (“LOF”) that are proposed to be issued for the Offer in accordance with the SEBI (SAST) Regulations, 2011.
- 1.2 **Offer Price/ Consideration:** The Open Offer is being made at a price of ₹10.00/- (Rupees Ten Only) per Equity Share having face value of ₹10.00/-(Rupees Ten Only) each, calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Open Offer, the total consideration payable by Acquirers under the Open Offer will be ₹3,15,29,940 /- (Rupees Three Crore Fifteen Lakh Twenty Nine Thousand Nine Hundred Forty Only).
- 1.3 **Mode of Payment:** The Offer Price is payable in Cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations 2011
- 1.4 **Type of Offer:** This Offer is a Triggered Offer being made by the Acquirers, in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 pursuant to proposed preferential issue. The offer is being made by the Acquirers, in compliance with Regulation 13(2)(g) of the SEBI (SAST) Regulations, 2011, pursuant to the substantial acquisition of Equity Shares and voting rights by the Acquirers under the Proposed Preferential Issue of Equity Shares.

2. Transaction which has triggered the Open Offer Obligations (Underlying Transaction):

- 2.1 The Board of Directors of the Target Company at their Meeting held on November 20, 2025, authorized a preferential allotment of 91,26,000 (Ninety One Lakh Twenty-Six Thousand) fully paid up Equity Shares of face value of ₹10 (Rupees Ten Only) each at a price of Rs. 10/- each aggregating to ₹ 9,12,60,000 (Rupees Nine Crore twelve Lakh Sixty Thousand Only); out of which, 55,00,000 (Fifty-Five Lakh) fully paid-up

Equity Shares of face value of ₹ 10/-(Rupees Ten Only) each representing 45.35 % of emerging Equity and Voting Share Capital of the Target Company will be issued to Acquirers at an issue price of ₹ 10/- (Rupees Ten Only) per Equity Share aggregating to ₹ 5,50,00,000 (Rupees Five Crore Fifty Lakh Only), in compliance with the Companies Act, 2013 and Chapter V of SEBI (ICDR) Regulations, 2018 .

2.2 A summary of the underlying transaction is set out as below:

Details of underlying transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement / Allotment/ Market Purchase)	Shares / Voting Rights acquired/ proposed		Total Consideration for shares/ VRs acquired (in ₹)	Mode of Payment (Cash/ Securities)	Regulation s which has triggered
		Number	% vis a vis total equity/ voting capital			
Direct	Resolution passed at the meeting of Board of Directors of the Target Company held on November 20, 2025, for issue of equity shares on preferential basis under Section 62 of the Companies Act, 2013 and in terms of Chapter V of the SEBI (ICDR) Regulations, 2018 subject to members and other statutory approvals, if any.	55,00,000 (Fifty Five Lakh)	45.35 % (Forty Five Point Three Five Percent of Emerging, Issued, Subscribed and Voting Capital)	5,50,00,000 (Rupees Five Crore fifty Lakh Only)	Cash	Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011

1. The Acquirers have not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under section 11B of the SEBI Act 1992, or any other regulations made under the SEBI Act 1992.
2. Pursuant to the consummation of the Underlying Transaction and subject to compliance with the SEBI (SAST) Regulations, 2011, the Acquirers will acquire substantial shares and control over the Target Company and shall become the promoter of the Target Company in accordance with the provisions of SEBI (LODR) Regulations, 2015.
3. The existing promoter of the Target Company shall be re-classified from “Promoter” to “Public Shareholder” in terms of Regulation 31A of SEBI (LODR) Regulations, 2015.
4. Promoter of the Target Company, Acquirers and Target Company have entered into a Share Subscription Agreement (SSA) dated Thursday, November 20, 2025, to record the understanding of the parties of the share subscription agreement in relation to the governance, operation and management of the Company, and their inter se rights and obligations as a shareholder of the Target Company.

3. Acquirers / PAC

Details	Acquirer 1	Acquire 2
Name of Acquirer / PAC(s)	Mr. Rajesh Ghosh	Dorni Vinimoy Private Limited
PAN	ADAPG9326Q	AAFCD3892H
Address	531 A B-M, P.C Sarani, New Alipore, New Alipore, S.O, Kolkata, West Bengal -700053	18, Rabindra Sarani, Poddar Court, Gate No. 2 5th Floor, Room No. 545, Kolkata, West Bengal 700001
Name(s) of persons in control/promoters of Acquirer(s)/ PACs where Acquirer(s)/ PAC are companies	NA	NA
Name of the Group, if any, to which the Acquirer(s)/ PAC belongs to	NA	NA
Pre Transaction shareholding • Number • % of total share capital	Nil	Nil
Proposed shareholding after the acquisition of shares (through SPA) through preferential allotment, which triggered the Open Offer	28,00,000 Equity Shares 23.09% of Emerging Equity and Voting Share Capital	27,00,000 Equity Shares 22.26 % of merging Equity and Voting Share Capital
Any other interest in the TC	As on the date of Public Announcement, except of proposed preferential allotment of Equity Shares, the Acquirer do not have any interest in the Target Company.	As on the date of Public Announcement, except of proposed preferential allotment of Equity Shares, the Acquirer do not have any interest in the Target Company.

4. Details of Selling Shareholders

Not applicable as the Open Offer is being made pursuant to the Underlying Transaction.

5. Target Company

Name of the Target Company	Harmony Capital Services Ltd
Corporate Identification Number	L67120MH1994PLC288180
ISIN	INE264N01017
Registered Office Address	A-405, 4th Floor, A Wing, 215 Atrium Co-Operative Premises Society Ltd. , Andheri Kurla Road, Andheri (East), Chakala MIDC, Mumbai Maharashtra 400093
Tel No.	+91-9769798932
Email Id	harmonycapital03@gmail.com
Website	www.hcsl.co.in
Stock Exchange where listed	BSE Limited
Scrip Code for BSE Limited	530055
Scrip ID for BSE Limited	HRMNYCP

6. Other Details

- 6.1 The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with Regulations 13(4), 14(3), and 15(2) and other applicable regulations of the SEBI (SAST) Regulations 2011, shall be published in newspapers, within 5 working days of this Public Announcement, *i.e.*, on or before Thursday, November 27, 2025. The Detailed Public Statement shall, *inter alia*, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, the Target Company, the Selling Promoter Shareholders, Background to the Offer, relevant conditions under the proposed preferential allotment,

statutory approvals required for this Offer, details of financial arrangements and such other terms and conditions as applicable to this Offer.

- 6.2 The Acquirers intends to retain the listing status of the Target Company and no delisting offer is proposed to be made.
- 6.3 The Acquirers, jointly and severally, accepts full responsibility for the information contained in this Public Announcement.
- 6.4 The Acquirers, jointly and severally, undertakes that they are aware of, and shall comply with, the obligations under the SEBI (SAST) Regulations 2011 and has adequate financial resources to meet the obligations under the SEBI (SAST) Regulations 2011 for the purpose of the Offer.
- 6.5 This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations 2011.
- 6.6 This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) 2011, and subsequent amendments thereto.
- 6.7 All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company, as the case may be, and the accuracy thereof has not been independently verified by the Acquirers or the Manager to the Offer.
- 6.8 In this Public Announcement, all references to ₹ are references to the Indian Rupees.
- 6.9 In this Public Announcement, any discrepancy in any amounts as a result of multiplication and/or totalling is due to rounding off.

ISSUED BY MANAGER TO THE OFFER



BONANZA PORTFOLIO LIMITED

CIN: U65991DL1993PLC052280

Bonanza House, Plot No. M-2,

Cama Industrial Estate, Walbhat Road, Behind The Hub,

Goregaon (East), Mumbai - 400 063

Contact Person: Ms. Swati Agrawal/ Mr. Abhay Bansal

Tel No.: +91 22 68363773/ +91 11 40748709

Email: swati.agrawal@bonanzaonline.com/abhay.bansal@bonanzaonline.com

SEBI Registration No.: INM000012306

For and on behalf of the Acquirers,

For Dorni Vinimoy Private Limited

Sd/-

Rajesh Ghosh

(Acquirer 1)

Sd/-

Rajesh Ghosh

(Director) (Acquirer 2)

Place : Mumbai

Date : November 20, 2025