

**Date: 20<sup>th</sup> September 2024**

**National Stock Exchange of India Ltd,**  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

**BSE Ltd,**  
Department of Corporate Services  
P. J. Towers, Dalal Street,  
Mumbai - 400 001

**Scrip Name: Inventure**

**Scrip Code: 533506**

**Sub: Addendum to Notice of 29<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

With reference to Our letter dated September 06, 2024 informing about 29<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 30, 2024 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OA VM"), an Addendum to the Notice of 29<sup>th</sup> AGM is being circulated electronically to the members to whom Notice of 29<sup>th</sup> AGM was sent, in terms of provisions of the Companies Act, 2013 and the Rules made thereunder.

The Addendum to the notice of 29<sup>th</sup> AGM shall also be made available on the Company's website [www.inventuregrowth.com](http://www.inventuregrowth.com)

Kindly take the same on record and acknowledge receipt.

Thanks & Regards,

**For Inventure Growth & Securities Ltd**

**Kamlesh Limbachiya**  
**Whole Time Director**  
**DIN: 02774663**

## NOTICE

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of Inventure Growth & Securities Limited will be held on Monday, 30<sup>th</sup> September 2024 at 11:30 AM through electronic means / video conferencing (VC), to transact, with or without modifications, as may be permissible, the following business:

### ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the report of the Auditors thereon and in this regard, to consider and if thought fit to pass the following resolutions as Ordinary Resolutions:

(a) “**Resolved That** the Audited Standalone Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

(b) **Resolved That** the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Kamlesh S. Limbachiya (DIN: 02774663) who retires by rotation as a Director and being eligible, offers himself for appointment and in this regard, to consider and if thought fit, pass the following Resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kamlesh S. Limbachiya (DIN: 02774663) who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation”.

### SPECIAL BUSINESS:

3. Appointment of Statutory auditor to fill casual vacancy and to appoint Statutory Auditor from the conclusion of ensuring twenty-nine (29<sup>th</sup>) Annual General Meeting until the conclusion of the thirty fourth (34<sup>th</sup>) Annual General Meeting and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolutions as ORDINARY RESOLUTIONS:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s), re-enactments thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s CGCA & Associates, Chartered Accountants (FRN: 123393W/W100755, LLPIN: AAX-4139), who have given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Act, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors, M/s PPV & Co., Chartered Accountants till the conclusion of this Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ending on 31<sup>st</sup> March, 2025 and such other audit/review/certification/work as may be required and/or deemed expedient on such remuneration as may be fixed by the Board of Directors in consultation with them.

**RESOLVED FURTHER THAT** to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s), re-enactments thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s CGCA & Associates, Chartered Accountants (FRN: 123393W/W100755, LLPIN: AAX-4139), be and are hereby appointed as Statutory Auditors of the Company for a further period of five (5) Consecutive years, from the conclusion of the 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration as determined by the Audit Committee/ Board of Directors of the Company in consultation with the auditors.

**RESOLVED FURTHER THAT** any of the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**4. To consider and if thought fit, approve the material related party transaction(s) with entity for the benefit of related party (ies) and to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into material related party transactions or make any modifications to such contracts/ arrangements/transactions, transacted during the Financial Year 2023-24 and up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company, with entity for the benefit of related party as specified in the Explanatory Statement annexed hereto, upto the aggregate monetary limits stated in the Explanatory Statement annexed to this notice, notwithstanding that the said contract(s)/ arrangement(s)/ transaction(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard”.

**By Order of the Board of Directors**

**For Inventure Growth & Securities Ltd**

**Sd/-**

**Kanji B. Rita**

**(Chairman & Managing Director)**

**Place: Mumbai**

**Date: 18.07.2024**

## **NOTES:**

The Ministry of Corporate Affairs (“MCA”) vide its circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 29, 2023, and such other related circulars issued from time to time (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), without the physical presence of the Members (also referred to as “Shareholders”) at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars (as amended from time to time), the AGM of the Company is being held through VC/ OAVM and Members can attend and participate in the ensuing AGM through VC/ OAVM permitted the holding of the Annual General Meeting (‘AGM’/ ‘the Meeting’) through VC/OAVM The 29<sup>th</sup> AGM of the Company is being held through VC/OAVM on Monday, 30<sup>th</sup> September, 2024 at 11.30 am IST. The deemed venue for the AGM will be the Registered Office of the Company- 201, 2<sup>nd</sup> Floor Viraj Tower, Western Express highway, Near Landmark, Andheri -East, Mumbai-400069

1. Proxies, Attendance Slip & route map of the AGM venue: Pursuant to MCA Circulars and SEBI Circular, since the AGM will be held through VC/ OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice.
2. Authorised Representative: Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to [cs@inventuregrowth.com](mailto:cs@inventuregrowth.com) not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 11.30 A.M. on 28<sup>th</sup> September, 2024.
3. Prior registration of Speakers at AGM: Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at [cs@inventuregrowth.com](mailto:cs@inventuregrowth.com). Please mention name, folio or DP ID and client ID, email, mobile number etc. The said request should reach the Company on or before 27<sup>th</sup> September, 2024. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.
4. Brief resume of the Directors including those proposed to be appointed / re-appointed, their functional expertise and qualification, names of the Companies in which they hold directorships etc. as stipulated under Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided below as Annexure to notice and forming part of the Notice.
5. Cut-off Date for Dispatch: Members of the Company, holding shares in dematerialized form, 30<sup>th</sup> August, 2024 (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2023-24, through their registered mail id. Any person, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. 30<sup>th</sup> August, 2024, may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Linkintime India Private Limited at e-mail [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

6. Communication: Notice of the AGM and the Annual Report for the Financial Year 2023-24 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or Company 's Registrar and Share Transfer Agents. Any member, who has not registered his Email id, may register his / her Email ID with Registrar and Share Transfer Agents and may also request for a copy of Annual Report electronically. Annual Report for 2023-24 along with Notice of the AGM is available at the website of the Company at [www.inventuregrowth.com](http://www.inventuregrowth.com) and website of the Stock Exchanges i.e. National Stock Exchange Limited of India at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. LinkIntime India Private Limited is our Registrar and Transfer Agent of the Company. All the investor related communication and grievances may be addressed to them at their following address: LinkIntime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400083. Website: [www.linkintime.co.in](http://www.linkintime.co.in) Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Tel No: 022-2596 0320 / Fax No: 022-2596 0329
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, LinkIntime India Private Limited (LIPL) to provide efficient and better services.
10. SEBI vide its notification dated 8<sup>th</sup> June, 2018 has amended Regulation 40 of the Listing Regulations, 2015 and it has been stated that (except in case of transmission or transposition of securities), the transfer of securities shall be processed only in dematerialized form with effect from 1st April, 2019. In compliance with the aforesaid notifications, the members are advised to dematerialize their shares immediately.
11. Non-Resident Indian Members are requested to inform the R&TA immediately about the change in residential status on their return to India, if any.
12. Nomination Facility: Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), LinkIntime India Private Limited, who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 20<sup>th</sup> September, 2024.
14. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
15. Members seeking any information with regard to the accounts, operations, etc. are requested to write to the Company at an early date on or before 28<sup>th</sup> September, 2024 so as to enable the Management to keep the information ready at the meeting.
16. Go Green Initiative: Members holding Shares in physical form are requested to register their email IDs with the Company's RTA i.e. Link Intime India Private Limited and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.

17. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) have mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's RTA, LinkIntime India Private Limited.

18. **Unclaimed Dividend:** Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. Linkintime India Private Limited / Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

19. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents or have any other queries may write to us at [cs@inventuregrowth.com](mailto:cs@inventuregrowth.com) and 02271148500.

20. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.

21. All grievances connected with the facility for voting by electronic means may be addressed to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.

Eligible Members whose email addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5:00p.m. IST on Friday, 30<sup>th</sup> August, 2024 pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2023-24 and the procedure for remote e-voting along with the login Id and password for remote e-voting.

#### **Remote e-Voting Instructions for shareholders:**

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

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

#### **Individual Shareholders holding securities in demat mode with NSDL:**

##### **METHOD 1 - If registered with NSDL IDeAS facility**

##### **Users who have registered for NSDL IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter user id and password. Post successful authentication, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **User not registered for IDeAS facility:**

- 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>
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - By directly visiting the e-voting website of NSDL:**

- 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 sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with CDSL:**

### **METHOD 1 – From Easi/Easiest**

#### **Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter 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) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with Depository Participant:**

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

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under '**SHARE HOLDER**' tab and register with your following details: -

**A. User ID:**

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

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

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

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

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

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

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

**Cast your vote electronically:**

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

**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/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](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.



## STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. Investor ID -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. Investor's Name - Enter full name of the entity.
  - c. Investor PAN - Enter your 10-digit PAN issued by Income Tax Department.
  - d. Power of Attorney - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

## STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
  - b) Click on 'Votes Entry' tab under the Menu section.
  - c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
  - d) Enter '16-digit Demat Account No.' for which you want to cast vote.
  - 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).
  - f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- a) 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).

**OR**

### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

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

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

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

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

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

UserIDforShareholdersholdingsharesinPhysicalForm(i.e.ShareCertificate): Your User ID is Event No + Folio Number registered with the Company

UserIDforShareholdersholdingsharesinNSDLdemataccount is 8 Character DP ID followed by 8 Digit Client ID

UserIDforShareholdersholdingsharesinCDSLdemataccount is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

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

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

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain 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:**

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**22. VOTING BY MEMBERS:**

A. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on Resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) as explained below.

B. The voting rights of the Ordinary Shareholders shall be in the same proportion to the paid-up ordinary share capital and in case of voting rights on the 'A' Ordinary Shares, the holder shall have been titled to one vote for every ten 'A' Ordinary Shares held.

C. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 30 August, 2024 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.

D. The Members can opt for only one mode of remote –voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be titled to cast their vote again.

E. The Board of Directors has appointed Mr. Dharmesh Zaveri (MembershipNo.5418) and failing him; of/s D M Zaveri & Co. (Certificate of practice: 4363), Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

**GENERAL INSTRUCTIONS FOR E-VOTING:**

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2024.

2. The e-voting period commences on 26<sup>th</sup> September, 2024 (9.00 a.m. IST) and ends on 29<sup>th</sup> September, 2024 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 20<sup>th</sup> September, 2024 i.e. cut-off date, may cast their vote electronically.

3. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.

4. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. 20<sup>th</sup> September, 2023, may obtain the login ID and password by sending a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

5. Mr. Dharmesh Zaveri, proprietor of M/s. D. M. Zaveri & Co., Company Secretaries (FCS No. 5418 CP. No. 4363) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.

6. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor/against, if any,

to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

1. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.inventuregrowth.com](http://www.inventuregrowth.com) and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

**Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

► Select the “Company” and 'Event Date' and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID  
Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID  
Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

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

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
  2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
  3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
  4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
  5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 3**

M/s PPV & Co., Chartered Accountant (Firm Registration number: 153929) the existing Statutory Auditors have tendered their resignation w.e.f. July 18, 2024 due to their firm discontinuing audit & assurance practice. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company. As per the Section 139 (8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next Annual General Meeting. The Board of Directors of the Company at their meeting held on July 18, 2024, on recommendations of the Audit Committee, considered and subject to the approval of the Members at the ensuing Annual General Meeting approved the appointment of M/s. CGCA & Associates LLP, Chartered Accountants (Firm Registration no. 123393W/W100755, LLPIN: AAX-4139) as Statutory Auditors of the Company to fill the casual vacancy in the office of Statutory Auditors who will hold office till the conclusion of the ensuing 29<sup>th</sup> Annual General Meeting of the Company and also recommended their appointment u/s 139(1) of the Act for a further period of five (5) years, from the conclusion of the 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029. M/s. CGCA & Associates LLP, Chartered Accountants (Firm Registration no. 123393W/W100755, LLPIN: AAX-4139) have consented to the said appointment and confirmed that their appointment, if made will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013.

Brief profile of M/s CGCA & Associates LLP, Chartered Accountant (LLP No. AAX -4139), Designated Partners Mr. Gautam Mota & Mr. Champak Dedhia, Audit, Domestic Taxation, International Taxation, Goods & Service Tax, Ind AS Conversion Services, Financial Services, other Specialized Services.

Appointment of Statutory Auditors due to casual vacancy requires the approval of shareholders. Hence, the Board recommends this resolution set out in Item No. 3 as an Ordinary Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

#### **Item No. 4**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

During the financial year 2024-25, the Company propose to enter into certain related party transaction(s) upto the aggregate monetary limits not exceeding Rs. **10 crores** and/ or make any modifications to such contracts/ arrangements/transactions, transacted during the Financial Year 2023-24 and up to the conclusion of the 29th Annual General Meeting of the Company on mutually agreed terms and conditions. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Board of Directors recommend the said resolutions, as set out in item no. 4 of this Notice, for your approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

Except **Mr. Arvind Gala & his relatives** None of the other Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolutions, as set out in Item nos. 4 of this Notice.

**By Order of the Board of Directors**

**For Inventure Growth & Securities Ltd  
Sd/-**

**Kanji B. Rita  
(Chairman & Managing Director)**

**Place: Mumbai**

**Date: 18.07.2024**

**ANNEXURE TO THE NOTICE**

Details of the Directors seeking appointment/re-appointment in the ensuing AGM.

(In pursuance to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name of the Director	Kamlesh Shankarlal Limbachiya
DIN	02774663
Date of Birth	27.09.1967
Age	57 Years
Qualifications	Commerce Graduate
Date of first appointment on the Board	12.02.2014
Date of last Appointment	22.03.2023
Brief resume, qualification, experience and nature of expertise in specific functional areas	Mr. Kamlesh S. Limbachiya is a Whole Time Director of the Company with effect from 1st April 2014. He is Commerce Graduate and started his career in the year 1993. He has 23 years of experience in Readymade Garments business including 19 years of experience in construction business. He works as a Partner in M/S Shri Paridhan Traders and as a Director in Keshvi Developers Private Limited.
Terms and conditions of appointment	Appointed as director liable to retire by rotation.
Names of listed entities in which he also holds the directorship and the membership of Committees of the board	None
Listed entities from which the person has resigned in the past three years	None
No. of Board Meetings attended during the financial year ended March 31, 2024	4 (Four)
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Keshvi Developers Private Limited Inventure Wealth Management Limited Inventure Commodities Limited Inventure Developers Private Limited Inventure Merchant Banker Services Private Ltd.
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	1 (One)
Number of Shares held in the Company	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	-
Details of Remuneration sought to be paid	Rs. 2,00,000/- pm
Remuneration last drawn by the Director	Rs. 2,00,000/- pm
Justification for choosing the appointee for the appointment as Independent Directors	NA

## ADDENDUM TO THE NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING

To  
The Members of INVENTURE GROWTH AND SECURITIES LIMITED

Addendum to the Notice of the Twenty Ninth (29<sup>th</sup>) Annual General Meeting (AGM) of Inventure Growth and Securities Limited scheduled to be held on Monday, September 30, 2024 at 11:30 AM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Inventure Growth and Securities Limited (“the Company”) has issued a Notice (Original Notice) dated 18<sup>th</sup> July, 2024 of the 29<sup>th</sup> Annual General Meeting (AGM) to be held on Monday, September 30, 2024 at 11:30 AM (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact four business items (2 Ordinary Business and 2 Special Business) as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting the following special business will also be transacted as Item No. 5 and 6 after requisite statutory compliances, this addendum is being circulated electronically to the members and it shall be form an integral part of the original Notice circulated with members vide mail dated September 06, 2024 of 29<sup>th</sup> AGM of the Company and the notes provided therein, for all purposes.

### SPECIAL BUSINESSES:

#### 5. Approval of Material Related Party Transaction.

To consider, and if thought fit, to give assent or dissent to the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** in continuation of earlier resolution passed by the members in the 28<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2023 and in pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force} and pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (as amended from time to time) and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, the revised consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized committee of Directors constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to the material related party transaction for the purchase of office premises situated at 2<sup>nd</sup> Floor, Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104, Maharashtra across 6,342.58 Square Feet) from K R Shoppers Pvt. Ltd and Kothari Builders Private Limited, a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, as if it was passed by the members on 25<sup>th</sup> September, 2023, for a consideration of an amount not exceeding Rs. 20 Crores (Rupees Twenty Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Agreement to be executed between "The Company and K R Shoppers Pvt. Ltd and Kothari Builder Private Limited as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact



that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said related party transaction shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to directors(s), committee(s), officer(s) representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

**6. To Approve in change in object of issue as approved in Letter of offer of Right Issue.**

To consider, and if thought fit, to give assent or dissent to the following resolution as **Special Resolution**:

“**RESOLVED THAT** Change in one of the Object of the issue as mentioned in letter of offer dated 25<sup>th</sup> June, 2024 to acquire the office premises located at 2<sup>nd</sup> floor, Kenorita Jewels Building, station road, Jawahar nagar 1, Goregaon west, Mumbai – 400104 from K R Shoppers private limited a related party to K R Shoppers private limited and Kothari Builder Private Limited a related party.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or authorised Representative(s) of the Company in order to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors  
For Inventure Growth & Securities Ltd**

**Sd/-**

**Kanji B. Rita  
(Chairman & Managing Director)  
Place: Mumbai  
Date: 20 September 2024**

## NOTES

- 1) An Explanatory statement pursuant to Section 102 of the Act with respect to item no. 5 and 6 as set out in the Notice is annexed hereto.
- 2) This addendum to the Notice of AGM is available on the website of the Company at [www.inventuregrowth.com](http://www.inventuregrowth.com), and website of the Stock Exchanges i.e. National Stock Exchange Limited of India at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- 3) All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out in the original Notice of the AGM dated 18<sup>th</sup> July, 2024 shall mutatis mutandis apply for the resolution proposed in this Addendum to the Notice of AGM.
- 4) Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during 11:00 AM to 05:00 PM up to the date of AGM.

**By Order of the Board of Directors  
For Inventure Growth & Securities Ltd**

Sd/-

**Kanji B. Rita  
(Chairman & Managing Director)  
Place: Mumbai  
Date: 20 September 2024**

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

### **ITEM NO. 4**

The Board of Directors of the Company at their meeting held on 30<sup>th</sup> January 2023 had evaluated the proposal for the purchase of office premises situated at 2<sup>nd</sup> Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104 Maharashtra (henceforth referred as office premises). The Company had appointed Neelam Arch Consultants Private Limited, Chartered Engineers as the Valuer for carrying out the valuation of office premises. On 11<sup>th</sup> September, 2024, The Board was further informed that there is a joint development arrangement between K R Shoppers Private. Limited and Kothari Builders Private Limited via agreement dated 1<sup>st</sup> July, 2022 on the plot on which Kenorita Jewels is built pursuant to this agreement Kothari builders private limited will share 30 percent of the profit from sale of property. .

Accordingly, subject to the approval of the Members of the Company, the Board of Directors of the Company has on 30<sup>th</sup> January 2023 approved the purchase of office premises a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, for a consideration of an amount not exceeding Rs. 20 crores (Rupees Twenty Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Agreement to be executed between Agreement to be executed between The Company and K R Shoppers Pvt. Ltd. In order to arrive at the consideration amount, the Company has, inter alia, relied upon the valuation report of Neelam Arch Consultants Private Limited, Chartered Engineers and on 11<sup>th</sup> September, 2024 to enter into agreement with Kothari Builders Private Limited to purchase of office premises a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, pursuant to joint development arrangement between K R Shoppers Private. Limited and Kothari Builders Private Limited via agreement dated 1<sup>st</sup> July, 2022.

For entering into any transaction between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds 10 percent or more of the net worth of the Company the approval of members required by way of passing ordinary resolution.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party transactions require approval of the Members of the Company. The provisions of the recently amended Regulation 23 of the Listing Regulations, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions(RPTs) which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, are as follows:

Sl. No.	Description	Details
1.	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	K R Shoppers Pvt. Ltd. and Kothari Builders Pvt. Ltd.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. Kanji Bachubhai Rita & Mrs. Lasha Meet Rita
c.	Nature, material terms, monetary value and particulars of contracts or arrangement.	Purchase of commercial property spread across 6,342.58 Square Feet situated at 2 <sup>nd</sup> Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon West, Mumbai-400104 for aggregate consideration not exceeding Rupees 20 crore by entering into sale agreement with K R Shoppers Pvt. Ltd. and Kothari Builders Pvt. Ltd.
d.	Tenure of the transaction.	within a period of 1 year from approval of members.
e.	Value of the proposed Transaction.	Rs. 18,74,90,000/-
f.	Percentage of annual consolidated turnover for the immediately preceding financial year, that is represented by the value of of the proposed transaction	3%
2.	Justification for the transaction.	<p>The Company is planning to expand Broking Business by three verticals:</p> <ul style="list-style-type: none"> <li>- Investment in Office Premises and Working Capital for Expansion of Arbitrage and Share Trading Business to grab the opportunities prevailing in the market.</li> <li>- Investment for the Expansion of Margin Trading Facilities (MTF) business to provide leverage to existing clients to benefit from the volatility in the current market.</li> <li>- Investment in the new Edge Proprietary Technology and software.</li> </ul> <p>In order to achieve above purpose it is proposed to purchase bigger office premise to carter need of additional employees' strength.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	NA
(ii)	where any financial indebtedness is incurred to make or give loans,	NA

	inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure	
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA
4.	The particulars of the valuation or other external report, if any, relied upon.	Valuation Report dated 07.02.2023 from Neelam Arch Construction Pvt. Ltd., Registered Valuer.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Nil
6.	Any other information that may be relevant.	NA

A copy of documents for purchase of property will be available for inspection by the members, free of cost, at the Registered Office of the Company during business hours on all working days during business hours up to 29<sup>th</sup> Annual General Meeting.

As per Regulation 23(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling within the definition of related parties shall abstain from voting on these resolutions and accordingly, the promoters and the promoter group entities shall not vote on these resolutions.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 4 of the accompanying notice for the approval of members of the Company.

All the Directors except for Mr. Kanji Rita, and Mrs. Lasha Meet Rita are concerned or interested in the aforesaid resolution, financially or otherwise.

#### **Item no. 5**

The company had filled letter of offer to stock exchange dated 25<sup>th</sup> June, 2024 for the proposed right issue and got the approval from Bombay Stock Exchange on 09<sup>th</sup> July, 2024 and National Stock Exchange of India on 10<sup>th</sup> July, 2024.

One of the object which was approved, in the letter of offer is to purchase office premises from K. R. Shoppers Pvt. Ltd which is related party to expand its arbitrage business and utilise an amount of upto Rs. 18 crores excluding stamp duty . Now due to joint development arrangement between K R Shoppers Private Limited and Kothari Builders Private Limited via agreement dated 1<sup>st</sup> July, 2022 . And approval of the Board of Directors in their meeting held on 11<sup>th</sup> September, 2024 to enter into agreement with K. R. shoppers Private limited and Kothari Builders Private Limited a 'Related Parties' of the Company as per the

provisions of Regulation 2(1)(zb) of SEBI LODR, to purchase of office premises a 'Related Parties' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR,2015 and utilise a part of right issue proceeds.

A copy of documents for purchase of property will be available for inspection by the members, free of cost, at the Registered Office of the Company during business hours on all working days during business hours up to 29<sup>th</sup> Annual General Meeting.

As per Regulation 23(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling within the definition of related parties shall abstain from voting on these resolutions and accordingly, the promoters and the promoter group entities shall not vote on these resolutions.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 5 of the accompanying notice for the approval of members of the Company.

All the Directors except for Mr. Kanji Rita, and Mrs. Lasha Meet Rita are concerned or interested in the aforesaid resolution, financially or otherwise.

**By Order of the Board of Directors  
For Inventure Growth & Securities Ltd**

Sd/-

**Kanji B. Rita**  
**(Chairman & Managing Director)**  
**Place: Mumbai**  
**Date: 20 September 2024**