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GROWTH & SECURITIES LTD. Enhancing Fortunes. Enriching Lives. CURRENCY DERIVATIVES • DP-CDSI



Date: 7<sup>th</sup> September 2019

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

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

MSEI Exchange Ltd, 4th Floor, Vibgyor Towers, Plot No C-62, G Block, BKC, Sandra (East) Mumbai -400051

Scrip Name: Inventure

Scrip Code: 533506

Scrip Name: Inventure

# Sub: Notice of Annual General Meeting

Dear Sir/Madam,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, please find enclosed herewith the Notice of the Annual General Meeting of the Members of the Company scheduled on 30th September 2019 at 3rd Floor, Sterling Banquet Hall, Topiwala Center, Off S.V. Road, Near Station Road, Goregaon (West), Mumbai – 400 062.

AGM Notice including e-voting instructions is being sent to members of the Company and is also available on the Company's website www.inventuregrowth.com.

Kindly take the above on record and acknowledge the receipt.

Thanks & Regards,



SEBI Reg. No. : BSE CASH: INB010901730 BSE F&O : INF010901730 BSE CDS INE010901730 BSE Clearing No.: 275 NSE CASH: INB230901739 NSE F&O: INF230901739 NSE CDS: INE230901739 NSE Clearing No.: 09017 MSEI CASH: INB260901732 MSEI F&O: INF260901732 MSEI CDS : INE260901739 MSEI Clearing No : 1032 CDSL DP ID : IN-DP-CDSL-12-99 CIN No.: L65990MH1995PLC089838 Corporate & Reg. Office: 201, Viraj Towers, 2<sup>nd</sup> Floor, Near Land Mark, Western Express Highway, Andheri (East), Mumbai - 400 093.

Tel.: + 091-022-71148500,40751515 Fax : + 091-022-71148511 Website : www.inventuregrowth.com E-mail : investorgrievancies@inventuregrowth.com GROWTH & SECURITIES LTD.

Enhancing Fortunes. Enriching Lives. CURRENCY DERIVATIVES

## NOTICE

**NVENTURE** 

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of Inventure Growth & Securities Limited will be held on Monday, 30<sup>th</sup>September 2019 at 11.00 AM at 3<sup>rd</sup> Floor, Sterling Banquet Hall, Topiwala Center, Off S.V. Road, Near Station Road, Goregaon (West), Mumbai – 400 062.

## **ORDINARY BUSINESS:**

- 1. To consider and approve (a) Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditors thereon and in this regard, to pass the following resolutions as Ordinary Resolutions:
  - (a) "RESOLVED THATAudited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and approved."
  - (b) "RESOLVED THATAudited Consolidated Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Report of the Auditors thereon laid before this meeting, be and are hereby considered and approved."
- 2. To appoint Shri Harilal Rita (DIN 02750900) who retires by rotation as a Director and being eligible, offers himself for re appointment.
- 3. To Declare Final Equity Dividend at the rate of Rs. 0.25 per Equity Share for the Financial Year2018-2019.

## SPECIAL BUSINESS:

Appointment of Mrs. Lasha Rita (holding DIN: 08104505) as Director (Non-Executive Non- Independent 4. Director) of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee, Mrs. Lasha Rita (holding DIN: 08104505) appointed as Non-Executive Non- Independent Director by the Board of Directors at its meeting held on 31<sup>st</sup> January, 2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

## 5. Re-appointment of Mr. Kamlesh S. Limbachiya (DIN: 02774663) as Executive Whole Time Director of the Company.

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



SEBI Reg. No. : BSE CASH: INB010901730 BSE F&O : INF010901730 BSE CDS INE010901730 BSE Clearing No.: 275 NSE CASH: INB230901739 NSE F&O: INF230901739 NSE CDS: INE230901739 NSE Clearing No.: 09017 MSEI CASH: INB260901732 MSEI F&O: INF260901732 MSEI CDS : INE260901739 MSEI Clearing No : 1032 CDSL DP ID : IN-DP-CDSL-12-99 CIN No.: L65990MH1995PLC089838 Corporate & Reg. Office:

201, Viraj Towers, 2<sup>nd</sup> Floor, Near Land Mark, Western Express Highway, Andheri (East), Mumbai - 400 093. Tel.: + 091-022-71148500,40751515 Fax : +-091-022-71148511 Website : www.inventuregrowth.com E-mail : investorgrievancies@inventuregrowth.com





"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the reappointment of Mr. Kamlesh S. Limbachiya (DIN: 02774663) as Whole time Director of the Company for a period of 3 (Three) years i.e. 1st April 2020 to 31st March 2023 effective from expiry of his present term ending on 31st March 2020, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of his appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mr. Kamlesh S. Limbachiya(DIN: 02774663) within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

"RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

## 6. Re-Appointment of Mr. Ajay Khera (DIN:00695146) as an Independent Director.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and subject to outcome of the appeal pending before the SEBI Appellate Tribunal, the re-appointment of Mr. Ajay Khera (DIN:00695146), that meets the criteria for independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who was appointed as an Independent Director and whose terms of office will be expired at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation to hold office for a second term of Three years on the Board of the Company commencing from 30<sup>th</sup>September, 2019 to 30<sup>th</sup>September, 2022."

#### 7. <u>Re-Appointment of Mr. Deepak Vaishnav (DIN: 02889935) as an Independent Director.</u>

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and subject to outcome of the appeal pending before the SEBI Appellate Tribunal, the re-appointment of Mr. Deepak Vaishnav (DIN: 02889935), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that



effect, and who was appointed as an Independent Director and whose terms of office will be expired at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation to hold office for a second term of ThreeYears on the Board of the Company commencing from 30<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2022."

## 8. Re-Appointment of Mr. Bharat Shah (DIN:02360505) as an Independent Director.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the re-appointment of Mr. Bharat Shah (DIN: 02360505), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who was appointed as an Independent Director and whose terms of office will be expired at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation to hold office for a second term of ThreeYears on the Board of the Company commencing from 30<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2022."

## 9. Re-Appointment of Mr. Dilip Shah (DIN: 05202642) as an Independent Director.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the re-appointment Mr. Dilip Shah (DIN: 05202642), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who was appointed as an Independent Director and whose terms of office will be expired at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation to hold office for a second term of ThreeYears on the Board of the Company commencing from 30<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2022."

#### 10. <u>Re-Appointment of Mrs. Shilpa Solanki (DIN: 07139092) as an Independent Director.</u>

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the re-appointment of Mrs. Shilpa Solanki (DIN: 07139092), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has



submitted a declaration to that effect, who was appointed as an Independent Director and whose terms of office will be expired at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation to hold office for a second term of ThreeYears on the Board of the Company commencing from 22<sup>nd</sup> march, 2020 to 22<sup>nd</sup> march, 2023."

## 11. To pass the following resolution as a Special Resolution:

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED that in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent 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 any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution):

- to make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- to give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and

## to acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 500 crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

"FURTHER RESOLVED that the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

"FURTHER RESOLVED that the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

"FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

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

Kanji B. Rita (Chairman & Managing Director)



Place: Mumbai Date: 24.08.2019

## NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not later than forty-eight hours before the commencement of the Meeting.

2. Members may refer proxy related provisions given in para 6 of the SS2 - secretarial standard on general meeting issued by the ICSI and approved by the Central Government.

Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting. The copies of the Annual Report will not be distributed at the meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ power of attorney authorizing their representative to attend and vote on their behalf at the Meeting

4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Relevant documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 3.00 p.m. during the business hours up to the date of Annual general Meeting.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.

7. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Meeting are provided in the "Annexure 1" to the Statement pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

8. Members having any questions on financial statements or on any agenda item proposed in the notice of Annual General Meeting are requested to send their queries at least seven days prior to the date of Annual General Meeting at the registered office address of the Company to enable the Company to collect the relevant information.

9. Record Date: Record Date for the purpose of dividend shall be 20<sup>th</sup> September 2019 for determining entitlement of members to dividend for the financial year ended 31 March 2019. The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / dispatched within statutory timeline, to those members whose names appear on the Company's Register of Members on the Record Date; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners or member as on that date. If circumstances warrant or necessary to meet the statutory requirement to change the above dates, same would be posted on the website of the Company.



10. The dividend, if approved, will be paid by crediting in to the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those shareholders holding shares in electronic form/demat. In case of ECS, NECS, or electronic payment rejected, dividend will be paid by dividend warrant or demand draft.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Transfer Agent (R&TA).

12. Nomination: Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act, 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH13 duly filled in and signed to the Company or RTA.

13. Members are requested to note that pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. As the Company does not have any unclaimed / unpaid dividend company haven't transfer any fund in Investor Education and Protection Fund (IEPF).

14. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

15. SEBI has vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018, directed all the listed companies to record the Income Tax PAN, bank account details of all their shareholders holding shares in physical form and advise them to dematerialise their physical securities. Accordingly, the Company has sent letters through permissible mode to the shareholders at their last known address, advising them to register their Income Tax PAN (including that of joint holders, if any) and the bank account details. Shareholders who are yet to update their details are requested to do so at the earliest. The shareholders holding shares in physical form are advised to intimate any change in address and/or name, nominations, e-mail address, contact numbers, etc., by writing to the Company's Registrar & Share Transfer Agents, Link Intime India Private Limited at their office address - C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083., Tel: 022 - 4918 6270, email: saili.lad@linkintime.co.in. Members holding securities in dematerialised form are requested to intimate such changes to their respective Depository Participants.

16. The Copy of the Annual Report is being sent by electronic mode to members who have registered their e-mail ids with the Company / Depository Participant(s). To support the "Green Initiative" as well as Regulation 36 (1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are requested to register/update their e-mail ids with the Company/ Depository Participant/ R&TA which will be used for the purpose of sending the communications in future.

17. Members whose e-mail id is not registered with the Company, physical copies of this annual report will be sent at their registered address through permitted mode.

18. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual report may send their request to the Company at its registered office address or to the R&T, Link Intime India Private Limited(Contact details Tel.: +91 22 49186000, Fax No: +91 22 49186060 email: saili.lad@linkintime.co.in)

19. Members may note that the Notice of the 24<sup>th</sup> Annual General Meeting and the Annual Report for the year 2018-2019 will also be available on the Company's website <u>www.inventuregrowth.com and on the website of CDSLhttps://www.evotingindia.co.in.</u>





20. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their nominations, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes the Company's Registrar and Transfer Agents.

21. Non-Resident Indian Members are requested to Inform Registrar and Transfer Agent immediately about :

- (i) The change in residential status on return to India for permanent settlement.
- (ii) The particular of NRO Bank account in India, if not furnished earlier.
- 22. Profile of the Directors retiring by rotation, as required by Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 1.2.5 of Secretarial Standard on General Meetings are given in the Report on Corporate Governance forming part of the Directors' Report. The Directors have furnished requisite declaration for their appointment / re appointment.

23. Members who hold shares in dematerialized form are requested to bring their detail of Demat account (client ID and DP ID) for speedy and easier identification of attendance at the meeting.

24. Member / proxy holder shall hand over the attendance slip, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of AGM venue is given in this report.

#### 25. E-voting facility

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 24<sup>th</sup> AGM and accordingly, business/resolutions as mentioned in this Notice shall be transacted considering e-voting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

## Steps for Remote E-voting

- In case of members receiving e-mail
- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".

#### (iv) Now Enter your User ID

- (a) For CDSL: 16 digits beneficiary ID,
- (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi)If you are holding shares in Demat form and had logged on to <u>www.evotingindia.com</u> and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:



10. The dividend, if approved, will be paid by crediting in to the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those shareholders holding shares in electronic form/demat.In case of ECS, NECS, or electronic payment rejected, dividend will be paid by dividend warrant or demand draft.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Transfer Agent (R&TA).

12. Nomination: Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act, 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH13 duly filled in and signed to the Company or RTA.

13. Members are requested to note that pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the dividend remaining unclaimed / unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. As the Company does not have any unclaimed / unpaid dividend company haven't transfer any fund in Investor Education and Protection Fund (IEPF).

14.SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

15.SEBI has vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018, directed all the listed companies to record the Income Tax PAN, bank account details of all their shareholders holding shares in physical form and advise them to dematerialise their physical securities. Accordingly, the Company has sent letters through permissible mode to the shareholders at their last known address, advising them to register their Income Tax PAN (including that of joint holders, if any) and the bank account details. Shareholders who are yet to update their details are requested to do so at the earliest. The shareholders holding shares in physical form are advised to intimate any change in address and/or name, nominations, e-mail address, contact numbers, etc., by writing to the Company's Registrar & Share Transfer Agents, Link Intime India Private Limited at their office address - C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083., Tel: 022 - 4918 6270, email: saili.lad@linkintime.co.in. Members holding securities in dematerialised form are requested to intimate such changes to their respective Depository Participants.

16. The Copy of the Annual Report is being sent by electronic mode to members who have registered their e-mail ids with the Company / Depository Participant(s). To support the "Green Initiative" as well as Regulation 36 (1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are requested to register/update their e-mail ids with the Company/ Depository Participant/ R&TA which will be used for the purpose of sending the communications in future.

17. Members whose e-mail id is not registered with the Company, physical copies of this annual report will be sent at their registered address through permitted mode.

18. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual report may send their request to the Company at its registered office address or to the R&T, Link Intime India Private Limited(Contact details Tel.: +91 22 49186000, Fax No: +91 22 49186060 email: saili.lad@linkintime.co.in)

19. Members may note that the Notice of the 24<sup>th</sup> Annual General Meeting and the Annual Report for the year 2018-2019 will also be available on the Company's website <u>www.inventuregrowth.com and on the website of CDSLhttps://www.evotingindia.co.in.</u>





	For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)	
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.	
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.	
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.	
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.	

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "INVENTURE GROWTH & SECURITIES LIMITED" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.





(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

(a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <u>https://www.evotingindia.com</u>and register themselves as Corporate.

(b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to <u>helpdesk.evoting@cdslindia.com</u>.

(c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

(d) The list of accounts should be mailed to <u>helpdesk.evoting@cdslindia.com</u> and on approval of the accounts they would be able to cast their vote.

(e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(2) <u>In case of members receiving the physical copy</u> of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]

Initial password will be provided by <u>Link Intime India Private Limited</u>, Registrar and Share Transfer Agents of the Company: EVEN (E-Voting Event Number), user ID and password

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN Please follow all steps from sr. no. (i) To sr. no. (xvii) Above to cast vote.

(3)The e-voting period commences at 9.00 am on 27<sup>th</sup> September, 2019 and ends at 05.00 p.m. on 29<sup>th</sup> September, 2019. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup>September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <u>www.evotingindia.com</u> under help section or write an email to <u>helpdesk.evoting@cdslindia.com</u>.

(4) Other Instructions

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 cutoff date 23<sup>rd</sup>September, 2019.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 30<sup>th</sup>August 2019, may obtain the login ID and password by sending a request at the Company or <u>Issuer/RTA</u>.

However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User



Details/Password" option available on <u>www.evoting.cdsl.com</u>or contact CDSL at the following toll free no.: 1800225533.

For any queries/grievances or guidance for e-voting, members may contact Ms. Bhavi Gandhi, Company Secretary at the Registered Office, on landline number 022-71148503 or may write to <u>cs@inventuregrowth.com</u>. Member may refer the Frequently Asked Questions (FAQs) and e-voting manual available at <u>www.evotingindia.com</u> under help section or write an email to <u>helpdesk.evoting@cdslindia.com</u> or contact CDSL on 1800225533.

## 26. Procedure of voting at Annual General Meeting

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of Scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio no., DPID & Client ID and number of shares held etc.

The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories as on September 23, 2019 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.

Mr. Dharmesh Zaveri of D.M. Zaveri & Co., Practicing Company Secretary (Membership No. FCS 5418), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Assent/Dissent Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. <u>www.inventuregrowth.com</u> immediately after the result is prepared and simultaneously communicated to the BSE Limited & National Stock Exchange of India Limited where the shares of the Company are listed.

#### By Order of the Board of Directors

For Inventure Growth & Securities Ltd

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

Place: Mumbai Date: 24.08.2019



## EXPLANATORY STATEMENT

#### **ITEM NO.4**

Based on the recommendation of the Nomination and Remuneration Committee, The Board of Directors at their meeting held on 30<sup>th</sup> January 2019 approved the appointment of Mrs. Lasha M. Rita (DIN: 08104505) as Non-executive Non Independent on the Board of the Company effective from January 2019.

Mrs. Lasha Meet Rita is not debarred or disqualified from being Appointed as a Director or continuing as Directorsin terms of Section 164 of the Act and has given her consent to act as Non Executive Non Independent Director.

The Board of Directors recommends the ordinary resolutions as set out in item nos. 4of the Notice for approval by the Members.

#### **ITEM NO.5**

Re-appointment of Mr. Kamlesh S. Limbachiya (DIN: 02774663) as Executive Whole Time Director of the Company. The Members at the 22<sup>nd</sup> Annual General Meeting held on 27<sup>th</sup> September 2017 approved the appointment of Mr. Kamlesh S. Limbachiya (DIN: 02774663) of the Company with effect from 1st April, 2017. Mr. Kamlesh S. Limbachiya will complete his present term on 31st March, 2020. The Board of Directors in the meeting held on August 24, 2019, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mr. Mr. Kamlesh S. Limbachiya as a Director of the Company, as set out in the Resolution relating to his re-appointment. The principal terms and conditions of appointment of Mr. Kamlesh S. Limbachiya (herein after referred to as an "Executive Director") are as follows:

A. TENURE OF APPOINTMENT: The appointment of the Executive Director is for a period of Three years with effect from April 1, 2020.

B. NATURE OF DUTIES: The Executive Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Director from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company

C. REMUNERATION: I. Basic Salary: Current Basic Salary of up to Rs. 2,00,000/- per month. The annual increments which will be effective from 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board and will be performance-based and take into account the Company's performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.

II. Benefits, Perquisites & Allowances: a. Housing Allowances: As per the rules of the Company. b. Medical Reimbursement incurred for herself and her family: As per the rules of the Company. c. Personal accident / Medical Insurance: As may be decided by the Board/Nomination and Remuneration Committee. d. Club Memberships: Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad. e. Leave/Leave Encashment: As per the rules of the Company. f. Personal Accident Insurance: As may be decided by the Board/Nomination and Remuneration Committee. g. Benefits, if any, assigned under Keyman Insurance Policy. h. Other Allowances: As may be decided by the Board/ Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto. Explanation: Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost. i. Telephone: Free telephone(s) at his residence; Personal long



distance calls will be billed to the Whole time Director. Explanation: The amenities shall not be included for the purposes of computation of the remuneration as aforesaid.

D. MINIMUM REMUNERATION: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto. E. OTHER TERMS OF APPOINTMENT: a. The Executive Director shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any selling agency of the Company.

b. The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.

c. The Agreement may be terminated by either party by giving to the other party Three months' notice of such termination or the Company paying Three months' remuneration in lieu thereof.

d. The employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice: • if the Executive Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which she is required to render services; or • in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director of any of the stipulations contained in the Agreement;

e. Upon the termination by whatever means of the Executive Director's employment: • the Executive Director shall immediately cease to hold offices held by her in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company; • the Executive Director shall not without the consent of the Company, at any time thereafter represent herself as connected with the Company or any of the subsidiaries or associated companies.

e. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise. f. The terms and conditions of appointment of the Executive Director also include clauses pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality. h. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Director will cease to be the Executive Director, and also cease to be a Director. If at any time, the Executive Director, and the Agreement shall forthwith terminate. Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Kamlesh Limbachiya has been received by the Company, and consent has been filed by Mr. Kamlesh Limbachiya as Executive Director will be beneficial to the operations of the Company and the remuneration payable to her is commensurate with her abilities and experience and accordingly commend the Resolutions at Item Nos. 5 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution. In compliance with the provisions of remuneration specified above are now being placed before the Members for their approval.

The brief profile of Mr. Kamlesh Limbachiya is given in the annexure and forms part of this Notice. The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions including that of the written memorandum pursuant to section 190 of the Act.

None of the other Directors or Key Managerial Persons and their relatives except Mr. Kamlesh Limbachiya is deemed to be in interested in the said resolution No 5.



#### Item No 6

Mr. Ajay Khera (DIN: 00695146) is an Independent Director of the Company. The Members at the 19<sup>th</sup>AGM of the Company held on September 25, 2014 had approved the appointment of Mr. Ajay Khera as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 24<sup>th</sup>AGM to be held in the year 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Ajay Khera, being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Ajay Khera for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of three consecutive years from September 30, 2019 to September30, 2022.

Mr. Alay Khera is a Chairman of the Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company. He also serves as a member of Audit Committeeof the Company. Mr. Ajay Khera is not disqualified from being appointed as Director or continuing as Directors, in terms of Section 164 of the Companies Act, 2013 ('the Act') and had given consent to act as Director. However SEBI has passed order on 6th August 2018 and directed Mr. Ajay Khera not to associate himself with any listed company or company proposing to list, or any registered intermediary, in the capacity of a director, key management personnel or partner (in case of a partnership firm) for a period of 4 years, with effect from January 1, 2019. The Company and all the directors and KMP as mentioned in the said SEBI order have filed an appeal with Securities Appellate Tribunal (SAT) on 11<sup>th</sup> September 2018 against the said SEBI order dated 06/08/2018. SAT from time to time has granted interim stay on reconstitution of the Board as directed in SEBI order dated 06/08/2018 and accordingly he has given declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations and further in view of above mentioned SAT order he declared that he is not debarred or disqualified from being appointed or continuing as directors of companies by the Board /Ministry of Corporate Affairs or under any other statutory authority and express his desire to continue to act as Independent Director on the Board. The Company has received the declarations / disclosure / confirmation from Mr. Ajay Khera that he met with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

#### A brief description of Mr. Ajay Khera:

Mr. Ajay Khera, age 63 years, is the Non-executive and Independent Director of our Company. His qualifications include;

- M.sc (Hons.) in Bio Chemistry;
- Diploma in International Marketing;
- Diploma in Industrial Purchasing and Materials Management;
- Advance diploma in German language;
- Fellow of Chartered Institute of Logistics and Transport;
- Member of Institute of Materials Management, United Kingdom.

He has around 40 years of experience in warehousing and logistics. He stands credited with outstanding services and contributions towards the growth of hi-tech Jawaharlal Nehru Port, by the Jawaharlal Nehru Port Trust and stands conferred with JPI's Rajiv Gandhi Memorial Shipping Performance Award – 1996 for special services for outstanding contribution for promoting of shipping trade at JNPT, Navi Mumbai.

In the opinion of the Board and based on interim stay order passed by SAT from time to time, Mr. Ajay Khera fulfills the conditions specified in the Companies Act, 2013 and Rules made there under for his re-appointment as



an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ajay Khera as an Independent Director for the approval of the Shareholders.

Except Mr. Ajay Khera, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution.

The Board of Directors recommends the special resolution as set out in item nos.6 of the Notice for approval by the Members.

## ITEM NO. 7

Mr. Deepak M. Vaishnav (DIN: 02889935) is an Independent Director of the Company. The Members at the 19<sup>th</sup>AGM of the Company held on September 25, 2014 had approved the appointment of Mr. Deepak M. Vaishnav as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 24<sup>th</sup> AGM to be held in the year 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Deepak M. Vaishnav, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Deepak M. Vaishnav for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of three consecutive years from September 30, 2019 to September 30, 2022.

Mr. Deepak M. Vaishnav is a Chairman of the Audit Committee of the Company. He also serves as a member of Nomination and Remuneration Committee, Stakeholders Relationship Committeeof the Company. Mr. Deepak M. Vaishnav is not disgualified from being appointed as Director or continuing as Directors, in terms of Section 164 of the Companies Act, 2013 ('the Act') and had given consent to act as Director. However SEBI has passed order on 6<sup>th</sup> August 2018 and directed Mr. Deepak M. Vaishnav not to associate himself with any listed company or company proposing to list, or any registered intermediary, in the capacity of a director, key management personnel or partner (in case of a partnership firm) for a period of 4 years, with effect from January 1, 2019. The Company and all the directors and KMP (as mentioned in the said SEBI order) have filed an appeal with Securities Appellate Tribunal (SAT) on 11<sup>th</sup> September 2018 against the said SEBI order dated 06/08/2018. SAT from time to time has granted interim stay on reconstitution of the Board as directed in SEBI order dated 06/08/2018 and accordingly he has given declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations and further in view of above mentioned SAT order he declared that he is not debarred or disqualified from being appointed or continuing as directors of companies by the Board /Ministry of Corporate Affairs or under any other statutory authority and express his desire to continue to act as Independent Director on the Board. The Company has received the declarations / disclosure / confirmation from Mr. Deepak M. Vaishnav that he met with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

#### A brief description of Mr. Deepak M. Vaishnav:

Mr. Deepak M. Vaishnav, age 55 years, is the Non-Executive and Independent Director of our Company. He is a Chartered Accountant by profession. He has a vast experience of 25 years in the fields of business process reengineering, computerization of processes, ERP evaluation, implementation and post production support, ERP due diligence, providing functional, technical and strategic support to various teams working on various projects in diverse industries like stock exchange, finance, real estate, telecommunication, banking, government financials, IT consulting, insurance and investments, process manufacturing, retail etc. at different locations in India and abroad.



He represents Tata Consultancy Services at various academic premium institutions like S.P. Jain Management & Research Institute, D. J. Sanghavi College of Engineering, Swami Vivekanand College etc. for faculty trainings, addressing students to prepare under testing times etc. He has conducted various trainings programs on project management, Oracle applications and finance for variety of audiences across Tata Consultancy Services' offices.

In the opinion of the Board and based on interim stay order passed by SAT from time to time, Mr. Deepak M. Vaishnav fulfills the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Deepak M. Vaishnav as an Independent Director for the Shareholders.

Except Mr. Deepak M. Vaishnav, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution.

The Board of Directors recommends the special resolution as set out in item nos. 7 of the Notice for approval by the Members.

### ITEM NO.8

Mr. Bharat Popatlal Shah (DIN: 02360505) is an Independent Director of the Company. The Members at the 19<sup>th</sup>AGM of the Company held on September 25, 2014 had approved the appointment of Mr. Bharat Popatlal Shah as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 24<sup>th</sup> AGM to be held in the year 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Bharat Popatlal Shah, being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Bharat Popatlal Shah for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of three consecutive years from September 30, 2019 to September 30, 2022.

Mr. Bharat Popatlal Shah is a Chairman of the Corporate Social Responsibility Committee of the Company. He also serves as a member of Nomination and Remuneration Committee andAudit Committeeof the Company. Mr. Bharat Popatlal Shahis not disqualified from being appointed as Director or continuing as Directors, in terms of Section 164 of the Companies Act, 2013 ('the Act') and had given consent to act as Directors. He has given declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations and further he declared that he is not debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or under any other statutory authority and express his desire to continue to act as Independent Director on the Board. The Company has received the declarations / disclosure / confirmation from Mr. Bharat Popatlal Shah that he met with the criteria of independence as prescribed under Section 149(6) of the Act and Regulations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

#### A brief description of Mr. Bharat Popatlal Shah:

Mr. Bharat Popatlal Shah, age 61 years is designated as Independent Director in our company. He is qualified as a B.com from Mumbai University & Chartered Accountants from ICAI. His work experience is more than 35 years & currently he is Proprietor of Bharat P. Shah & Co. further he is Managerial Committee Member of the following:



an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ajay Khera as an Independent Director for the approval of the Shareholders.

Except Mr. Ajay Khera, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution.

The Board of Directors recommends the special resolution as set out in item nos.6 of the Notice for approval by the Members.

## ITEM NO. 7

Mr. Deepak M. Vaishnav (DIN: 02889935) is an Independent Director of the Company. The Members at the 19<sup>th</sup>AGM of the Company held on September 25, 2014 had approved the appointment of Mr. Deepak M. Vaishnav as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 24<sup>th</sup> AGM to be held in the year 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Deepak M. Vaishnav, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Deepak M. Vaishnav for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of three consecutive years from September 30, 2019 to September 30, 2022.

Mr. Deepak M. Vaishnav is a Chairman of the Audit Committee of the Company. He also serves as a member of Nomination and Remuneration Committee, Stakeholders Relationship Committeeof the Company. Mr. Deepak M. Vaishnav is not disqualified from being appointed as Director or continuing as Directors, in terms of Section 164 of the Companies Act, 2013 ('the Act') and had given consent to act as Director. However SEBI has passed order on 6th August 2018 and directed Mr. Deepak M. Vaishnav not to associate himself with any listed company or company proposing to list, or any registered intermediary, in the capacity of a director, key management personnel or partner (in case of a partnership firm) for a period of 4 years, with effect from January 1, 2019. The Company and all the directors and KMP (as mentioned in the said SEBI order) have filed an appeal with Securities Appellate Tribunal (SAT) on 11<sup>th</sup> September 2018 against the said SEBI order dated 06/08/2018. SAT from time to time has granted interim stay on reconstitution of the Board as directed in SEBI order dated 06/08/2018 and accordingly he has given declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations and further in view of above mentioned SAT order he declared that he is not debarred or disqualified from being appointed or continuing as directors of companies by the Board /Ministry of Corporate Affairs or under any other statutory authority and express his desire to continue to act as Independent Director on the Board. The Company has received the declarations / disclosure / confirmation from Mr. Deepak M. Vaishnav that he met with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

## A brief description of Mr. Deepak M. Vaishnav:

Mr. Deepak M. Vaishnav, age 55 years, is the Non-Executive and Independent Director of our Company. He is a Chartered Accountant by profession. He has a vast experience of 25 years in the fields of business process reengineering, computerization of processes, ERP evaluation, implementation and post production support, ERP due diligence, providing functional, technical and strategic support to various teams working on various projects in diverse industries like stock exchange, finance, real estate, telecommunication, banking, government financials, IT consulting, insurance and investments, process manufacturing, retail etc. at different locations in India and abroad.



He represents Tata Consultancy Services at various academic premium institutions like S.P. Jain Management & Research Institute, D. J. Sanghavi College of Engineering, Swami Vivekanand College etc. for faculty trainings, addressing students to prepare under testing times etc. He has conducted various trainings programs on project management, Oracle applications and finance for variety of audiences across Tata Consultancy Services' offices.

In the opinion of the Board and based on interim stay order passed by SAT from time to time, Mr. Deepak M. Vaishnav fulfills the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Deepak M. Vaishnav as an Independent Director for the Shareholders.

Except Mr. Deepak M. Vaishnav, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution.

The Board of Directors recommends the special resolution as set out in item nos. 7 of the Notice for approval by the Members.

#### **ITEM NO.8**

Mr. Bharat Popatlal Shah (DIN: 02360505) is an Independent Director of the Company. The Members at the 19<sup>th</sup>AGM of the Company held on September 25, 2014 had approved the appointment of Mr. Bharat Popatlal Shah as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 24<sup>th</sup> AGM to be held in the year 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Bharat Popatlal Shah, being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Bharat Popatlal Shah for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of three consecutive years from September 30, 2019 to September 30, 2022.

Mr. Bharat Popatlal Shah is a Chairman of the Corporate Social Responsibility Committee of the Company. He also serves as a member of Nomination and Remuneration Committee andAudit Committeeof the Company. Mr. Bharat Popatlal Shahis not disqualified from being appointed as Director or continuing as Directors, in terms of Section 164 of the Companies Act, 2013 ('the Act') and had given consent to act as Directors. He has given declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations and further he declared that he is not debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or under any other statutory authority and express his desire to continue to act as Independent Director on the Board. The Company has received the declarations / disclosure / confirmation from Mr. Bharat Popatlal Shah that he met with the criteria of independence as prescribed under Section 149(6) of the Act and Regulations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

#### A brief description of Mr. Bharat Popatlal Shah:

Mr. Bharat Popatlal Shah, age 61 years is designated as Independent Director in our company. He is qualified as a B.com from Mumbai University & Chartered Accountants from ICAI. His work experience is more than 35 years & currently he is Proprietor of Bharat P. Shah & Co. further he is Managerial Committee Member of the following:



1. Sanskardham Kelavani Mandal

- 2. Goregaon Education Society Goregaon
- 3. JITO Goregaon Chapter Mumbai

In the opinion of the Board, Mr. Bharat Popatlal Shahfulfills the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Bharat Popatlal Shahas an Independent Director for the approval of the Shareholders.

Except Mr. Bharat Popatlal Shah, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution.

The Board of Directors recommends the special resolution as set out in item nos. 8 of the Notice for approval by the Members.

## **ITEM NO. 9**

Mr. Dilip C. Shah (DIN: 05202642) is an Independent Director of the Company. The Members at the 19<sup>th</sup>AGM of the Company held on September 25, 2014 had approved the appointment of Mr. Dilip C. Shah as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 24<sup>th</sup>AGM to be held in the year 2019".

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Dilip C. Shah, being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Dilip C. Shah for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of three consecutive years from September 30, 2019 to September 30, 2022.

Mr. Dilip C. Shah is not disqualified from being appointed as Director or continuing as Directors, in terms of Section 164 of the Companies Act, 2013 ('the Act') and had given consent to act as Director. He has given declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations and further he declared that he is not debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or under any other statutory authority and express his desire to continue to act as Independent Director on the Board. The Company has received the declarations / disclosure / confirmation from Mr. Dilip C. Shah that he met with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

## A brief description of Mr. Dilip C. Shah:

Mr. Dilip C. Shah, age 46 Years, is the Non-Executive and Independent Director of our Company. He is a Graduate and started his career in Real Estate Sector in 1998. He has over 13 years of experience in real estate sector, including 15 years of experience in the stock markets.

In the opinion of the Board, Mr. Dilip C. Shah fulfills the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the



Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Dilip C. Shah as an Independent Director for the approval of the Shareholders.

Except Mr. Dilip C. Shah, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution.

The Board of Directors recommends the special resolution as set out in item nos. 9 of the Notice for approval by the Members.

## ITEM NO. 10

Mrs. Shilpa V Solanki (DIN: 07139092) is an Independent Director of the Company. The Members at the 20<sup>th</sup> AGM of the Company held on September 24, 2015 had approved the appointment of Mrs. Shilpa V Solanki Shah as an Independent Director of the Company to hold office for a term for 5 (five) consecutive years for a term up to 22<sup>nd</sup> March, 2020".

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. Shilpa V Solanki, being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mrs. Shilpa V Solanki for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of three consecutive years from March22, 2020 to March22, 2023.

Mrs. Shilpa V Solanki serves as a member of Nomination and Remuneration Committee of the Company. Mrs. Shilpa V Solanki is not disqualified from being appointed as Director or continuing as Directors, in terms of Section 164 of the Companies Act, 2013 ('the Act') and had given consent to act as Director. She has given declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations and further she declared that she is not debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or under any other statutory authority and express her desire to continue to act as Independent Director on the Board. The Company has received the declarations / disclosure / confirmation from Mrs. Shilpa V Solanki that she met with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

#### A brief description of Mrs. Shilpa V Solanki:

Mrs. Shilpa V Solanki has: 20 years of working experience in accountancy background. She is Qualified as a B. Com from Mumbai University as well as Chartered Accountants from ICAI. By profession she is Practicing Chartered Accountants in the firm name "M/s Shilpa S Jain and Associates", she is partner in Yardli Prabhu & Associates. She is presently an Independent Director on the Board as per the current provisions of the Listing Agreement. She will hold office up to the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Shilpa V Solanki being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of ThreeYear effective from 22<sup>nd</sup>March 2020.

In the opinion of the Board, Mrs. Shilpa V Solanki fulfills the conditions specified in the Companies Act, 2013 and Rules made there under for her appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mrs. Shilpa V Solanki as an Independent Director for the approval of the Shareholders.



Except Mrs. Shilpa V Solanki Shah, being the appointee, none of the Directors and Key ManagerialPersonnel of Company and their relatives is concerned or interested in the Resolution.

The Board of Directors recommends the special resolution as set out in item nos. 10 of the Notice for approval by the Members.

## Item No 11.

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:- making loans to any person or other bodies corporate; giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:- I 60% of the paid-up share capital and free reserves and securities premium account; or I 100% of the free reserves and securities premium account; whichever is higher.

The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs.500 Crores, under the provisions of Section 186 of the Companies Act, 2013. The Board recommends passing the Special Resolution set out in Item No. 11 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in this item of business.

For Inventure Growth & Securities Ltd.

Kanji B. Rita (Chairman & Managing Director)

Place: Mumbai Date: 24.08.2019

n 4



## ANNEXURE TO THE NOTICE

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

(In pursuance to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

Name of the Director	Mr. Harilal Rita	Mr. Ajay Khera
DIN	02750900	00695146
Date of Birth	01.06.1969	07.12.1955
Age	50 years	63 years
Date of last Appointment	25-09-2014	25-09-2014
Brief resume, qualification, experience and nature of expertise in specific functional areas	He started his career in the year 1990. He has 13 years of Experience in Finance & Brokerage and overall he has 25 years of experience. At present he is a Director in Kenorita Developers Pvt Ltd, Pioneer Securities Pvt Ltd and Kothari Builders Pvt Ltd. He is also a Partner in Kenorita Realty, LLP.	<ul> <li>M.sc (Hons.) in Bio Chemistry;</li> <li>Diploma in International Marketing;</li> <li>Diploma in Industrial Purchasing and Materials Management;</li> <li>Advance diploma in German language;</li> <li>Fellow of Chartered Institute of Logistics and Transport;</li> <li>Member of Institute of Materials Management, United Kingdom.</li> </ul>
No. of Board Meetings attended during the financial year ended March 31, 2019	5 out of 5	5 out of 5
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul> <li>Kothari Builder Private Limited</li> <li>Keshvi Developers Private Limited</li> <li>Pioneer Securities Private Limited</li> <li>K R Shoppers Private Limited</li> <li>Inventure Finance Private Limited</li> <li>Kenorita Realty LLP</li> </ul>	ENERGY INDIA CORPORATION LIMITED     SKIL KARNATAKA SEZ LIMITED     SKIL KARNATAKA INFRASTRUCTURE LIMITED     HORIZON COUNTRY WIDE LOGISTICS LIMITED     FASTLANE DISTRIPARKS & LOGISTICS LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	1
Number of Shares held in the Company	5000000 shares	NA
Inter-se relationship with other Directors and Key Managerial Personnel	Brother of Managing Director.	NA
Details of Remuneration sought to be paid	NA	NA
Remuneration last drawn by the Director	NA	NA
Justification for choosing the appointee for the appointment as Independent	NA	NA



Directors

Name of the Director	Mr. Deepak Vaishnav	Mr. Bharat Shah
DIN	02889935	02360505
Date of Birth	27.08.1964	11.04.1958
Age	55 years	61 years
Date of last Appointment	25-09-2014	25-09-2014
Brief resume, qualification, experience and nature of expertise in specific functional areas	He is a Chartered Accountant by profession. He has a vast experience of 25 years in the fields of business process re-engineering, computerization of processes, ERP evaluation, implementation and post production support, ERP due diligence, providing functional, technical and strategic support to various teams working on various projects in diverse industries like stock exchange, finance, real estate, telecommunication, banking, government financials, IT consulting, insurance and investments, process manufacturing, retail etc. at different locations in India and abroad. He represents Tata Consultancy Services at various academic premium institutions like S.P. Jain Management & Research Institute, D. J. Sanghavi College of Engineering, Swami Vivekanand College etc. for faculty trainings, addressing students to prepare under testing times etc. He has conducted various trainings programs on project management, Oracle applications and finance for variety of audiences across Tata Consultancy Services' offices. 5 out of 5	He is qualified as a B.com from Mumbai University & Chartered Accountants from ICAI. His wor experience is more than 35 years & currently he is Proprietor of Bhara P. Shah & Co. further he i Managerial Committee Member of the following: • Sanskardham Kelavani Mandal • Goregaon Education Society – Goregaon • JITO Goregaon Chapter – Mumbai
No. of Board Meetings attended during the financial	S out of S	5 out or 5
year ended March 31, 2019 Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA	NA
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NA	NA
Number of Shares held in the Company	NA	NA



Inter-se relationship with other Directors and Key Managerial Personnel	NA	NA
Details of Remuneration sought to be paid	NA	NA
Remuneration last drawn by the Director	NA	NA
Justification for choosing the appointee for the appointment as Independent Directors	NA	NA

Name of the Director	Mr. Dilip Shah	Mrs. Lasha Rita
DIN	05202642	08104505
Date of Birth	01.01.1974	24.03.1995
Age	45 years	24 years
Date of last Appointment	25-09-2014	30-01-2019
Brief resume, qualification, experience and nature of expertise in specific functional areas	He is a Graduate and started his career in Real Estate Sector in 1998. He has over 18 years of experience in real estate sector, including 15 years of experience in the stock markets.	Mrs. Lasha Meet Rita is qualified with Degree of BMS, MCOM PGDM( Marketing). She started her career in the Year 2012. She has 4 Years Teaching Experience of English Creative Writing and 2 years of experience in Securities Market She is director in Inventure commodities limited.
No. of Board Meetings attended during the financial year ended March 31, 2019	1out of 5	NA, as the first appointed on 30-01- 2019, last meeting of the year.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA	INVENTURE COMMODITIES     LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NA	NA
Number of Shares held in the Company	NA	2,99,436 shares
Inter-se relationship with other Directors and Key Managerial Personnel	NA	Wife of Mr. Meet Rita, whole time Director and Daughter-in-law of Mr kanji Rita, Chairman & Managing Director
Details of Remuneration sought to be paid	NA	NA
Remuneration last drawn by the Director	NA	NA
Justification for choosing the appointee for the appointment as Independent	NA	NA



Directors

Name of the Director	Mr. Shilpa Solanki	Mr. Kamlesh S. Limbachiya
DIN	07139092	02774663
Date of Birth	12-07-1978	27-09-1967
Age	41 years	51 Years
Date of last Appointment	22-03-2015	27.09.2017
Brief resume, qualification,	20 years of working experience in	He is Commerce Graduate and started
experience and nature of	accountancy background. She is	his career in the year 1993. He has
expertise in specific functional	Qualified as a B. Com from Mumbai	17yrs of experience in Readymade
areas	University as well as Chartered	Garments business including 12 years
	Accountants from ICAI. By profession	of experience in construction
	she is Practicing Chartered	business. He works as a Partner in
	Accountants in the firm name "M/s	M/S Shri Paridhan Traders and as a
	Shilpa S Jain and Associates", she is	Director in Keshvi Developers Private
	partner in Yardli Prabhu & Associates	Limited, Inventure merchant banker
		services Private limited, Inventure
		commodities limited and Inventure
		developers private limited.
No. of Board Meetings	5 out of 5	5 out of 5
attended during the financial		
year ended March 31, 2019		
Directorships held in other	INVENTURE FINANCE PRIVATE	NIL
public companies (excluding	LIMITED	
foreign companies and Section		
8 companies)		
Memberships / Chairmanships	NIL	NIL
of committees of other public		
companies (includes only		
Audit Committee and		
Stakeholders' Relationship		
Committee.)		
Number of Shares held in the	NA	700000
Company		
Inter-se relationship with	NA	NA
other Directors and Key		
Managerial Personnel		
Details of Remuneration	NA	NA
sought to be paid		NA
Remuneration last drawn by	NA	NA
the Director	N14	
Justification for choosing the	NA	NA
appointee for the		
appointment as Independent		
Directors		

