

INVENTURE

GROWTH & SECURITIES LTD.

Enhancing Fortunes. Enriching Lives.



BSE • NSE • EQUITY & DERIVATIVES

CURRENCY DERIVATIVES • DP-CDSL

Date: 30th May 2019

Dear Sir,

National Stock Exchange of India Ltd, BSE Ltd,

Exchange Plaza, 5th Floor,

Plot No. C/1, G Block,

Bandra Kurla 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, Bandra (East)

Mumbai -400051

Scrip Name: Inventure

Scrip Code: 533506

Scrip Name: Inventure

Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19.

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read along with CIUCFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by D. M. Zaveri & Co., Practicing Company Secretaries for the financial year 2018-19. This is for your information and records.

Thanks & Regards,

For Inventure Growth & Securities Ltd

K.R. Rita

Kanji Rita

DIN 00727470

(Chairman & Managing Director)



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

Secretarial Compliance Report of Inventure Growth and Securities Limited for the Financial year ended 31st March, 2019

To,
Inventure Growth & Securities Limited

201, 2nd Floor, Viraj Tower,
Near Landmark, Western Express
Highway, Andheri - East
Mumbai - 40006.

We, D. M. Zaveri & Co, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Inventure Growth & Securities Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



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Company Secretaries

 Dharmesh Zaveri

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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable during the Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records;
- (c) Following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;



D. M. ZAVERI & Co.

Company Secretaries

DM Dharmesh Zaveri
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Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practising Company Secretary, if any
1.	SEBI vide its order dated 06/08/2018	Regulation 57(1)&(2) read with clause 2(VII)(G) & (XVI)(B)(2) of Part A of Schedule VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (LODR), 2018) Section 12A(a),(b),(c) of the Securities and Exchange Board of India Act, 1992 (SEBI Act, 1992) read with Regulations 3(b),(c),(d), 4(1), 4(2)(k) & (r) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. (SEBI (PFUTP) Regulations, 2003)	Under section 11, 11(4), & 11B of SEBI Act, 1992 SEBI has passed order dated 6 th August 2018 wherein it has directed that; a. the Company <u>Directors</u> b. Nagji K Rita c. Virendra D Singh d. Kanji B Rita e. Vinod K Shah f. Pravin M Gala g. Arun N Joshi h. Srinivasaiyer Jambunathan i. Harshavardhan M Gajbhiye j. Ajay Khera k. Deepak M Vaishnav l. Arvind Gala (CFO) m. Bhavi Gandhi (CS) shall not access the securities market or buy, sell or otherwise deal in the securities market, either directly or indirectly for a period of 4 years from the date of this order. All the directors as mentioned above shall not associate themselves 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 shall ensure that the board of directors is reconstituted to give effect to the aforesaid directions in order to ensure the smooth functioning of the Company. CFO & CS were warned/ cautioned to exercise due care & diligence, in future. SEBI vide its order dated 9 th August 2018 has allowed the Company from closing	All such non compliances in respect of misutilisation of IPO proceeds and making false and inadequate disclosures in RHP/ Prospectus are pertaining to period earlier than the reporting period of our report. As informed by the management, the Company and all the directors and KMP as mentioned has filed an appeal with Securities Appellate Tribunal (SAT) on 11 th 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. The Company and all the directors and KMP (except Nagji K Rita, Virendra D Singh & Vinod K Shah) had filed an application of settlement in the month of November 2018 with SEBI wherein in the month of January 2019, SEBI has rejected the settlement application



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Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practising Company Secretary, if any
			their respective open position at the earliest without any further roll-over but fresh positions shall not be allowed to be opened. SEBI has conducted hearing on 25/03/2019 for adjudication proceeding against the Company for the above mentioned matter and the order on the same is awaited.	filed by Company due to technical reason. Further settlement application filed by such directors and KMP(s) has been withdrawn by them.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports;

Sr. No.	Observation of Practising Company Secretary in previous reports	Observation made in the secretarial compliance report for the year ended...	Action taken by listed entity if any	Comments of the Practising Company Secretary on the action taken by the listed entity
Not applicable				

For D. M. Zaveri & Co.
Company Secretaries



Dharmesh Zaveri
(Proprietor)
FCS. No.: 5418
CP No.: 4363
Place: Mumbai
Date: 30th May 2019

