

Date: 15.05.2021

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

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

Scrip Name: Inventure

Scrip Code: 533506

Ref: - Inventure Growth & Securities Limited.

Sub: Shareholders Approval through Postal ballot for Sub-division/Split of Shares of the Company

Dear Sir(s),

This is to inform you that the proposal for Split/Sub-division of Shares of the Company from Fully Paid up Equity Share of the nominal value of Rs.10/- (Rupees Ten only) each in the Capital of the Company into 10 Equity Shares of Re.1/- (Rupee One only) each fully paid up. In this respect, approval from the shareholders of the Company is being sought by proposing special resolution through postal ballot. Copy of the Notice containing inter alia resolution and explanatory statement is attached herewith. The proposal about the Split/Sub-division of Shares of the Company will be subject to approval from regulatory and statutory authorities, as per applicable provisions of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable laws.

In compliance with the applicable circulars and laws, the Postal Ballot Notice has been sent to the members of the Company who are eligible to receive the same. The Notice is also posted on the Company's website www.inventuregrowth.com.

Shareholders may note that the remote e-voting period in respect of the resolution mentioned in the Postal Ballot Notice will commence on Monday, 17th May 2021 at 9:00 a.m. IST and ends on Tuesday, 15th June 2021 at 5:00 p.m. IST. Members should refer instructions given in the Notice before exercising their votes.

This is in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, applicable laws and for your information.

Kindly take the above on record.

For Inventure Growth & Securities Ltd



Bhavi R. Gandhi
(Company Secretary)





INVENTURE GROWTH & SECURITIES LIMITED
CIN: L65990MH1995PLC089838

Registered Office: Viraj Tower, 2nd Floor, W. Exp. Highway, Andheri (E), Mumbai - 400 069.
Tel.: +91 22 71148500, 40751515; Fax: +91 22 71148510
Website: www.inventuregrowth.com; **Email:** cs@inventuregrowth.com;

POSTAL BALLOT NOTICE TO THE SHAREHOLDERS

(Notice issued Pursuant to section 110 of the Companies act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS-2) and any other applicable laws and regulations, the resolutions appended below in respect to Sub-division of nominal value of each Equity Share of Rs. 10/- (Rupees Ten only) each into of Rs.1/- (Rupee One only) each and the consequent amendment to the Memorandum of Association and Articles of Association of the Company, proposed to be passed by the Members as Special Resolution by way of Postal Ballot Process. (voting through electronic mode / e-voting).

The proposed resolution along with Explanatory Statement setting out the material facts and the reasons there of are appended for your consideration.

Pursuant to the MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The voting through physical ballot papers will not be allowed.

The Company has appointed Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary, Mumbai to act as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the members with the facility to exercise the right to vote electronically, i.e. through e-voting facilities provided by Linkintime India Private Limited ("LIPL"). The voting period shall commence at 09.00 a.m. on Monday, 17th May 2021 and end on Tuesday, 15th June 2021 at 05.00 p.m.

Date of record/cutoff date prescribed for this purpose Friday, 7th May 2021 to reckon voting rights of members and paid-up value of equity shares. Any person who is not a member on the said date should treat the Notice for information purpose only.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot process will be announced by the Chairman or by any such other person as may be authorized by the Chairman on or before, the Thursday, 17th June 2021.

The Result of the Postal Ballot will be posted on the Company's website: www.inventuregrowth.com, besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed.

Members have any queries, issues or requiring any clarifications on e-voting may contact Linkintime India Private Limited on number 022-49186000 or by email:- enotices@linkintime.co.in

Item 1: The Stock Split/Sub Division of Equity Shares of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 1 and other enabling provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any required from any authority, consent of the Members be and is hereby accorded to subdivision of 10,00,00,000 (Ten Crores) Shares of face value Rs. 10 /- (Rupees Ten only) each fully paid up into the 100,00,00,000 (One Hundred Crores) Shares of face value Rs. 1 /- (Rupees One only) each, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

"RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value Rs.10/- (Rupees Ten only) of the Company existing on the Record date to be fixed by the Company shall stand sub-divided into equity shares of nominal value Rs.1/- (Rupee One only) each fully paid up.

"RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

Item No. 2 Alteration of Capital Clause of Memorandum of Association

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

"RESOLVED THAT subject to Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause: Clause V would be substituted as follows: The Authorised Capital of the Company shall be 100,00,00,000 divided into 100,00,00,000 shares of Re 1/- each, and Paid Up Share Capital of the Company shall be 84,00,00,000 divided into 84,00,00,000 shares of Re 1/- each with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reclassify or alter the capital of the Company and to divide/consolidate the shares in the capital for the time being into several classes and face values and to attach thereto respectively such special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company and the legislative provisions for the time being in force.

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V(a) of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

- The Authorized Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided 100,00,00,000 (One Hundred Crores Only) Equity Shares of Rs. 1/- (Rupees one Only) each.

“RESOLVED FURTHER THAT the Board of Directors of the Company be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. Pursuant to the **“Green Initiative in the Corporate Governance”** taken by Ministry of Corporate Affairs, Govt. of India, in 2011, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Friday, 7th May 2021 i.e. Record Date. Any person who is not a Member as on the said record date should treat this Notice for information purposes only.
3. The Scrutinizer will submit the report to the Chairman and Managing Director of the Company after completion of scrutiny of the Postal Ballot process
4. The results of the Postal Ballot will be announced by the Chairman and Managing Director or any other Director on or before Thursday, 17th June 2021. The results will also be posted on the website of the Company (www.inventuregrowth.com).
5. The Special Resolutions mentioned above shall be declared as passed if the number of votes cast in its favor are not less than three times the number of votes cast, if any, against the said Resolution and the Ordinary Resolutions shall be declared passed, if the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution.

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

Item No.1 & 2:

Sub-division of each Equity Share of Rs.10/- each into 10 Equity Shares of Rs.1/- each

The Equity Shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and the BSE Limited. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on 1st April 2021 considered and approved the sub-division of Equity Share of the Company having a face value of Rs 10/- (Rupees Ten Only) each into 10(Ten) Equity Shares of face value of Re 1/- (Rupee One Only) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The sub-division of Equity Shares would, inter alia, require appropriate adjustments with respect to all the stock options of the Company and any amendments thereto from time to time, such that all the stock options outstanding as on Record Date for Equity Shares of face value of Re 1/- (Rupee One Only) each.

Presently, the Authorised Share Capital of your Company is 100,00,00,000 (Hundred Crores) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs 10/- (Rupees Ten Only) each and Paid Up Share Capital of 8,40,00,000 (Eight Crores Forty Lacs) Shares of Rs 10/- (Rupees Ten only) each which shall be of such class and with rights, privileges, conditions or restrictions as may be determined by the company in accordance with these presents and subject to the legislative provisions for the time being in that behalf.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association as set out in Item Nos. 2 of the Notice to reflect the change in face value of each Equity Share from Rs 10/- (Rupees Ten Only) each to Re 1/- (Rupee One Only) each.

The Directors recommend passing of the Special Resolutions at Item Nos. 1 and 2 of the Notice for approval of the members.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item Nos. 1 and 2 of the Notice.

Remote e-Voting Instructions for Shareholders/Members for remote E-Voting got Postal Ballot through Instameet:

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit**

Client ID

- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

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

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

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

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

7. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

By Order of the Board of Directors
For Inventure Growth & Securities Limited
Sd/-
Kanji B. Rita
Chairman & Managing Director
DIN: 00727470