

Date: 18th September 2023

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

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

Scrip Name: Inventure

Scrip Code: 533506

Sub: Addendum to Notice of Twenty Eighth Annual General Meeting of the Company

Dear Sir/Madam,

With reference to Our letter dated September 02, 2023 informing about 28th Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 25, 2023 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OA VM"), an Addendum to the Notice of 28th AGM is being circulated electronically to the members to whom Notice of 28th AGM was sent, in terms of provisions of the Companies Act, 2013 and the Rules made thereunder.

The Addendum to the notice of 28th AGM shall also be made available on the Company's website www.inventuregrowth.com

Kindly take the same on record and acknowledge receipt.

Thanks & Regards,

For Inventure Growth & Securities Ltd

Kamlesh Limbachiya
(Whole Time Director)

ADDENDUM TO THE NOTICE OF 28TH ANNUAL GENERAL MEETING

To

The Members of INVENTURE GROWTH AND SECURITIES LIMITED

Addendum to the Notice of the Twenty Eighth (28th) Annual General Meeting (AGM) of Inventure Growth and Securities Limited scheduled to be held on Monday, September 25, 2023 at 11:30 AM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Inventure Growth and Securities Limited (“the Company”) has issued a Notice (Original Notice) dated 9 August, 2023 of the 28th Annual General Meeting (AGM) to be held on Monday, September 25, 2023 at 11:30 AM (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact three business items (2 Ordinary Business and 1 Special Business) as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting the following special business will also be transacted as Item No. 4, after requisite statutory compliances, this addendum is being circulated electronically to the members and it shall be form an integral part of the original Notice circulated with members vide mail dated September 02, 2023 of 28th AGM of the Company and the notes provided therein, for all purposes.

SPECIAL BUSINESSES:

4. Approval of Material Related Party Transaction.

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

“RESOLVED THAT in continuation of earlier resolution passed by the members by way of postal ballot on 22 March 2023 and in pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force} and pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (as amended from time to time) and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members of the Company be and is hereby accorded to the material related party transaction for the purchase of office premises situated at 2nd Floor instead of 1st floor, Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104, Maharashtra across 6,342.58 Square Feet) from K R Shoppers Pvt. Ltd., a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, as if it was passed by the

members on 22 March 2023, for a consideration of an amount not exceeding Rs. 20 Crores (Rupees Twenty Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Agreement to be executed between "The Company and K R Shoppers Pvt. Ltd.;

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

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

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

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

Sd/-

**Kanji B. Rita
(Chairman & Managing Director)
Place: Mumbai
Date: 18 September 2023**

NOTES

- 1) An Explanatory statement pursuant to Section 102 of the Act with respect to item no. 4 as set out in the Notice is annexed hereto.
- 2) This addendum to the Notice of AGM is available on the website of the Company at www.inventuregrowth.com, and website of the Stock Exchanges i.e. National Stock Exchange Limited of India at www.nseindia.com and BSE Limited at www.bseindia.com.
- 3) All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out in the original Notice of the AGM dated 09 August 2023 shall mutatis mutandis apply for the resolution proposed in this Addendum to the Notice of AGM.
- 4) Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during 11:00 AM to 05:00 PM up to the date of AGM.

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

Sd/-

**Kanji B. Rita
(Chairman & Managing Director)
Place: Mumbai
Date: 18 September 2023**

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

ITEM NO. 4

The Board of Directors of the Company at their meeting held on 30th January 2023 had evaluated the proposal for the purchase of office premises situated at 2nd Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104, Maharashtra. The Company had appointed Neelam Arch Consultants Private Limited, Chartered Engineers as the Valuer for carrying out the valuation of office premises. K R Shoppers Pvt. Ltd. a 'Related Party' of your Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI LODR. Further, the Proposed purchase of office premises qualifies as a 'Material Related Party Transaction' as per Regulation 23(1) of SEBI LODR.

Accordingly, subject to the approval of the Members of the Company, the Board of Directors of the Company has on 30th January 2023 approved the purchase of office premises situated at 2nd Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104, Maharashtra, a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, for a consideration of an amount not exceeding Rs. 20 crores (Rupees Twenty Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Agreement to be executed between Agreement to be executed between The Company and K R Shoppers Pvt. Ltd. In order to arrive at the consideration amount, the Company has, inter alia, relied upon the valuation report of Neelam Arch Consultants Private Limited, Chartered Engineers.

In accordance with the provisions of Section 188(1)(b) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2019, prior approval of the Members was obtained by passing ordinary resolution by way of postal ballot on 22 March 2023 to the material related party transaction for the purchase of office premises situated at 1st floor, Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104, Maharashtra (The property to be Acquired spread across 6,342.58 Square Feet) from K R Shoppers Pvt. Ltd., a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, for a consideration of an amount not exceeding Rs. 20 Crores (Rupees Twenty Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Agreement to be executed between "The Company and K R Shoppers Pvt. Ltd.

However, in the said approval by way of postal ballot accorded by the members, the address of the premises was erroneously mentioned as 1st floor instead of 2nd floor and hence the approval of the members by way of passing ordinary resolution is sought for the ratification of earlier approval of the said related party transaction as if it was passed by the members on 22 March 2023.

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

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

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

Sl. No.	Description	Details
1.	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	K R Shoppers Pvt. Ltd.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. Kanji Bachubhai Rita & Mrs. Lasha Meet Rita
c.	Nature, material terms, monetary value and particulars of contracts or arrangement.	Purchase of commercial property spread across 6,342.58 Square Feet situated at 2 nd Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon West, Mumbai-400104 for aggregate consideration not exceeding Rupees 20 crore by entering into sale agreement with K R Shoppers Pvt. Ltd.
d.	Tenure of the transaction.	One quarter from the date of approval by the members
e.	Value of the proposed Transaction.	Rs. 18,74,90,000/-
f.	Percentage of annual	37.7%

	consolidated turnover for the immediately preceding financial year.	
2.	Justification for the transaction.	<p>The Company is planning to expand Broking Business by three verticals:</p> <ul style="list-style-type: none"> - Investment in Office Premises and Working Capital for Expansion of Arbitrage and Share Trading Business to grab the opportunities prevailing in the market. - Investment for the Expansion of Margin Trading Facilities (MTF) business to provide leverage to existing clients to benefit from the volatility in the current market. - Investment in the new Edge Proprietary Technology and software. <p>In order to achieve above purpose it is proposed to purchase bigger office premise to carter need of additional employees' strength.</p>
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	NA
(ii)	<p>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> - nature of indebtedness; - cost of funds; and - tenure 	NA
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA
4.	The particulars of the valuation or other external report, if any,	Valuation Report dated 07.02.2023 from Neelam Arch Construction Pvt. Ltd., Registered Valuer.

	relied upon.	
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Nil
6.	Any other information that may be relevant.	NA

A copy of documents for purchase of property will be available for inspection by the members, free of cost, at the Registered Office of the Company during business hours on all working days during business hours up to the date of closing of the Postal Ballot.

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

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

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

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

Sd/-

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

Place: Mumbai

Date: 18 September 2023