



GROWTH & SECURITIES LTD.

Enhancing Fortunes. Enriching Lives.



EQUITY | DERIVATIVES | COMMODITY | CURRENCY

IPO | MUTUAL FUND | RESEARCH | DP

Date: 6th September 2024

National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla 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: Annual Report of the Company for the Financial Year 2023-2024

Dear Sir/Madam,

Pursuant to Regulation 34(1) and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Report of the Company for the Financial Year 2023-2024 along with the Notice of 28th Annual General Meeting of the Members of the Company.

The aforesaid documents are also available on the Company's website www.inventuregrowth.com

Kindly take the same on record.

Thanks & Regards,

For Inventure Growth & Securities Ltd

Kamlesh S. Limbachiya
DIN: 02774663
Whole Time Director



ANNUAL REPORT

2024

*ENHANCING FORTUNES,
ENRICHING LIVES.*

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CORPORATE INFORMATION

Board of Directors:

Mr. Kanji Bachubhai Rita	- Chairman & Managing Director
Mr. Kamlesh Shankarlal Limbachiya	- Whole Time Director
Mrs. Lasha Meet Rita	- Director
Mr. Surji Damji Chheda	- Independent Director
Mr. Rekhchand Ramdayal Thanvi	- Independent Director
Mr. Pathik Shah	- Independent Director

AUDIT COMMITTEE

Mr. Surji Damji Chheda	- Chairman
Mr. Rekhchand Ramdayal Thanvi	- Member
Mr. Pathik Shah	- Member
Mr. Kanji B. Rita	- Member

CORPORATE SOCIAL RESPONSIBILITY

Mr. Surji Damji Chheda	- Chairman
Mr. Kanji B. Rita	- Member
Mr. Kamlesh S. Limbachiya	- Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Shikha A. Mishra

BANKERS

Bank of India
HDFC Bank Ltd.
Kotak Mahindra Bank Ltd.
ICICI Bank Ltd.
Axis Bank Ltd.
Punjab National Bank Ltd.

REGISTERED OFFICE

CIN NO: L65990MH1995PLC089838
201, 2nd Floor, Viraj Towers,
Western Express Highway,
Andheri - East, Mumbai-400069

NOMINATION & REMUNERATION COMMITTEE

Mr. Surji Damji Chheda	- Chairman
Mr. Rekhchand Ramdayal Thanvi	- Member
Mr. Pathik Shah	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Surji Damji Chheda	- Chairman
Mr. Pathik Shah	- Member
Mr. Kamlesh Shankarlal Limbachiya	- Member

CHIEF FINANCIAL OFFICER

Mr. Arvind J. Gala

INTERNAL AUDITORS

M/s. Shah & Ramaiya Chartered Accountants

STATUTORY AUDITOR

M/S. PPV & Co. (Chartered Accountants)

SECRETARIAL AUDITOR

D.M. Zaveri & Co. (Company Secretaries)

REGISTRAR & SHARE TRANSFER AGENT

Linkintime India Private Limited
C 101, 247 Park, LBS Marg, Surya Nagar,
Gandhi Nagar, Vikhroli West, Mumbai,
Maharashtra 400083

FROM CHAIRMAN'S DESK

Dear Shareholders,

For more than 25 years, Inventure Growth and Securities Ltd. (IGSL) has been at the forefront of helping investors on how to engage in the equities market. Throughout our journey, we have continuously evolved to ensure that our clients benefit from cutting-edge technology and convenient services in today's digital landscape. As India's economy continues to demonstrate robust growth, reflected in the performance of both major stock market indices, we remain optimistic about the nation's economic prospects.

The industry has seen significant growth in average daily turnover (ADTO) for equity markets, both cash and futures and options (F&O), during FY2024. The average daily turnover in the equity cash segment of the National Stock Exchange (NSE) experienced a notable decline of 13.33% Month on Month (MoM), reaching Rs.1.02 lakh crore. This decline marked the most significant drop since October 2023.

Our relentless focus on strengthening our tech platform has been a cornerstone of our success. This is evidenced by our strong financial performance. In Q4 FY24, Profit After Tax (PAT) surged by 67% to Rs. 7 crore compared to Rs. 4.20 crore in the corresponding period of the previous year. Revenue grew by 81% to Rs. 21.81 crore, while operating profit increased by 89% year-on-year to Rs. 11.26 crore, resulting in an Operating Profit Margin (OPM) of 51.17%.

India has demonstrated exceptional economic growth, with nominal GDP compounding at a 9.6% rate since the turn of the century. This sustained expansion is anticipated to continue. The country's market capitalization has compounded at 24.5%, while the Nifty 50 index has exhibited a 28% annualized return over the same period.

Rising interest rates coupled with these macroeconomic trends have precipitated a significant shift in investor behavior. A growing preference for equity investments over traditional bank deposits is evident. The surge in demat account openings, compounding at an extraordinary rate to reach 15 crore by March 2024, underscores this transformative trend.

I want to express my gratitude to our shareholders for your ongoing support. Your involvement in our business is what enables us to succeed.

I wish you all the best!

Thanks and regards.

Kanji Bachubhai Rita
(Chairman & Managing Director)

DIRECTOR'S PROFILE

Mr. Kanji Bachubhai Rita (Chairman & Managing Director)

Mr. Kanji B. Rita, is the Managing Director w.e.f. 24.09.2015 of our Company. He is a non -matriculate and started his career in retail steel sector in the year 1984. He has over 21 years of experience in the stock market. In the year 2002 he has set up “Kenorita Group”. The group provides diversified business activities including real estate, retail clothing, and finance etc.

Mr. Kamlesh Shankarlal Limbachiya (Whole Time Director)

Shri Kamlesh S. Limbachiya is a Whole Time Director of the Company w.e.f. 1st April 2014. He is Commerce Graduate and started his career in the year 1993. He has 20 years of experience in Readymade Garments business including 16 years of experience in construction business. He works as a Partner in M/S. Shri Paridhan Traders and as a Director in Keshvi Developers Private Limited.

Mrs. Lasha Meet Rita (Director)

Mrs. Lasha Rita, is Designated Director in Inventure Commodities and Inventure Growth and Securities limited. She is qualified with degree of B.M. S, M. Com and PGDM in Marketing. She has experience of 8 years including 5 years of experience in Securities Market. She is handling day to day activities of the Company which includes Operations, Accounts and technology. And catering services

Mr. Surji Damji Chheda (Non – Executive, Independent Director)

Mr. Surji Chheda is Designated as Independent Director in our Company. Mr. Surji Chheda holds a degree of Chartered Accountant from Institute of Chartered Accountants of India. Mr. Chheda has more than 26 years of experience as a practicing Chartered Accountant and his expertise includes provisions related to Income Tax Law, Company Law GST Law etc. He holds the position of Director in Sejal Glass Limited and Chhaya Securities Private Limited. He is associated as a Practicing Chartered Accountant with M/s. S.D. Chheda & Co. and M/s. Chheda Joshi & Associates.

Mr. Rekhchand Ramdayal Thanvi (Non – Executive, Independent Director)

Mr. Rekhchand Thanvi is designated as Independent Director in our Company. Mr. Rekhchand Thanvi holds a degree of Bachelor of Commerce from Nagpur University. Mr. Thanvi has more than 16 years of experience in accounting field. He has experience of working at various positions in Gini Silk Mills Pvt. Ltd., Mahavir Minerals Ltd., Purnu fisheries Pvt. Ltd in field of accounting.

Mr. Pathik Shah (Non – Executive, Independent Director)

Mr. Pathik Shah is Designated as Independent Director in our Company. Mr. Pathik Shah holds a degree of Chartered Accountant from Institute of Chartered Accountants of India. Mr. Shah has more than 13 years of experience as practicing Chartered Accountant and his expertise includes provisions related to Income Tax Law and GST Law. Mr. Shah is founder of www.subsidyandloan.com. Mr. Shah Has written a book titled “Hand Book on Goods and Service Tax” with specific industry provisions and issues. Mr. Shah has Delivered seminar on types of financing option, government incentive and subsidy and GST in various forums and companies.

NOTICE

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

ORDINARY BUSINESS:

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

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

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

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

By Order of the Board of Directors

For Inventure Growth & Securities Ltd

Sd/-

Kanji B. Rita

(Chairman & Managing Director)

Place: Mumbai

Date: 18.07.2024

NOTES:

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

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

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

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

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

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

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

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

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

Remote e-Voting Instructions for shareholders:

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

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

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

OR

User not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

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

OR

Users not registered for Easi/Easiest

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

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

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

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

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

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

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

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

A. User ID:

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

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

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

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

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

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

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

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

Cast your vote electronically:

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

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

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 – Investor Mapping

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

STEP 3 – Voting through remote e-voting.

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
 - b) Click on 'Votes Entry' tab under the Menu section.
 - c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote e-voting.
 - d) Enter '16-digit Demat Account No.' for which you want to cast vote.
 - e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
 - f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- a) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

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

Helpdesk:

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

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

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

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

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

UserIDforShareholdersholdingsharesinCDSLdemataccount is 16 Digit Beneficiary ID.

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

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

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

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

Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

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

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

22. VOTING BY MEMBERS:

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

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

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

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

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

GENERAL INSTRUCTIONS FOR E-VOTING:

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

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

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

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

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

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

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

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

Process and manner for attending the General Meeting through InstaMeet:

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

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

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

Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

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

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

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

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

Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

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

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

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

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

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

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

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

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

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

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

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

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

Item No. 4

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

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

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

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

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

By Order of the Board of Directors

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

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

Place: Mumbai

Date: 18.07.2024

ANNEXURE TO THE NOTICE

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

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

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

DIRECTOR'S REPORT

Dear Members,

The Board of Directors (hereinafter referred to as the '**Board**') of your Company are pleased to present to you the 29th Twenty-Ninth Annual Report of the Company together with Audited Financial Statement of Accounts and the Auditors Report of your Company for the Financial Year ended on 31st March, 2024.

Financial Results

The Summary of Financial Results for Both Standalone and Consolidated Financial Result for the Financial Year 2023-24 in comparison to Financial Year 2022-2023 are given below:

(Rs in Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Gross Income	4816.57	2953.29	6250.73	3901.54
Profit Before Depreciation, Interest & Tax	1514.77	698.41	2447.5	1524.25
Less: Depreciation	65.62	63.91	71.14	80.93
Interest	97.48	31.21	228.43	190.97
Profit Before Exceptional item & Tax	1351.67	603.29	2147.93	1252.34
Add/(less) : Exceptional item	349.25	0	349.25	0
Profit Before Tax	1002.42	603.29	1799.11	1252.34
Current Tax	418.34	177.07	595.29	292.40
Mat Credit entitlement		(41.41)		(41.41)
Deferred Tax	(21.57)	5.87	3.35	33.69
Net Profit(Loss)	605.65	420.35	1200.47	926.26
Profit available for appropriation	605.65	420.35	1200.47	926.26
Less Share of Profit/Loss of Non-Controlling Interest			(0.0004)	0.01
Other Comprehensive income	(6.74)	4.38	86.47	5.16
Total Comprehensive income	598.91	424.73	1286.94	931.42
Balance carried to Balance sheet	5938.91	424.73	1286.94	931.42
Basic and Diluted Earnings Per Share	0.07	0.05	0.14	0.11

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE.

STANDALONE:

Your company has earned a Profit of Rs.605.65 Lakhs (before OCI) for the current Financial year 2023-2024 as compare to a profit of Rs. 420.35 Lakhs (before OCI).

CONSOLIDATED:

Your Company has earned a Profit of Rs. 1200.47 Lakhs (before OCI) for the current Financial year 2023-2024 as compare to a profit of Rs. 926.26 Lakhs (before OCI)

CHANGE IN NATURE OF BUSINESS.

There is no change in nature of business of the Company.

INFORMATION ON THE STATE OF AFFAIRS OF THE COMPANY.

The information on the affairs of the Company has been given in Management Discussion and Analysis Report forming part of the Annual Report.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY.

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2023-2024 and the date of this report **EXCEPT** as stated below:

1. RESIGNATION OF M/S PPV & CO., (STATUTORY AUDITOR OF INVENTURE GROWTH AND SECURITIES LIMITED ('THE COMPANY')):

The Members at the Annual General Meeting held on 26th December 2020 appointed M/S PPV & Co., (Firm Registration No 153929W) Chartered Accountants Mumbai, as Statutory Auditors of the Company, for first term of 5 years up to the Conclusion of Annual General Meeting to be held for the financial year 2024-25, however vide their resignation letters dated July 18, 2024, they have informed the Board regarding their inability to continue as the Statutory Auditor of your Company.

REASONS FOR RESIGNATION:

M/S PPV & Co., Chartered Accountants, decided of withdrawing their presences from audit practice under the existing proprietary firm structure and thereby discontinue with the audit and assurance practice, accordingly in view of the above decision the firm has tendered their resignation as the Statutory Auditor of your Company.

ACTIONS TAKEN BY THE BOARD:

The Board took the note of the comments made by Audit Committee in respect that the statutory auditors have not raised any concern or issue and there is no other reason other than as mentioned in the resignation letter.

Thereafter the Board at their meeting held on July 18, 2024, on the recommendation of the Audit Committee, has approved the appointment of M/s. CGCA & Associate LLP, Chartered Accountants (Firm Registration no. 123393W/W100755, LLPIN: AAX-4139) as the Statutory Auditor of the Company to fill the casual vacancy caused in the office of Statutory Auditor and recommended the said appointment for the approval of members' at the ensuing Annual General Meeting.

2. RESIGNATION OF M/S. PHD & ASSOCIATES., (STATUTORY AUDITOR OF INVENTURE FINANCE PRIVATE LIMITED ("IFPL") OR ("MATERIAL SUBSIDIARY") OF THE COMPANY:

The Members of the material subsidiary at the Annual General Meeting held on 26th December 2020 appointed M/s. PHD & Associates (Firm Registration number: 111236W) Chartered Accountants, as Statutory Auditors of IFPL, for their second term of 5 years up to the Conclusion of Annual General Meeting to be held for the financial year 2024-25, however vide their resignation letters dated August 14, 2024, they have informed their inability to continue as the Statutory Auditor of IFPL.

SHARES.

Your Company has not issued any bonus Shares, securities with Differential Voting Rights, any SWEAT Equity, any Employee Stock Option or any preferential issue or Warrants or warrants Convertible into Equity Shares nor brought back any securities from Market.

DETAILS OF SHARES ISSUED POST THE END OF FINANCIAL YEAR 2023-24:

The Board of Directors of the Company at its meeting held on 21st August 2024, considered and approved the allotment of 21,00,00,000 fully paid up Equity Shares by the way of Right Issue to the existing shareholders of the Company of face value of Re. 1/- each for cash at a price of Rs. 2.33/- per Equity Share including a share premium of Rs. 1.33/- per Equity Shares.

SUBSIDIARIES COMPANIES

The Company along with its subsidiaries offers a diversified range of services viz. lending and allied activities, merchant banking services, insurance services, wealth management services, real estate, and commodities trading.

The Company has total Six (6) Subsidiaries Companies as on date of this report Viz. "

Inventure Finance Private Limited

Inventure Commodities Limited

Inventure Wealth Management Limited

Inventure Insurance Broking Private Limited

Inventure Merchant Banker Services Private Limited

Inventure Developers Private Limited.

The Company does not have any associate Company or joint venture as on date of this report.

The Company has consolidated its accounts with all the subsidiaries as required by Companies Act, 2013 and SEBI (LODR), Regulation 2015. The individual Financial Statement of all the above mentioned subsidiaries are placed on the website of the Company and can be easily accessed at

<https://www.inventuregrowth.com/investorrelation?categoryId=3&subcategoryId=2>

The Inventure finance private limited is the material subsidiary of the company as on the date of this report.

Performance and financial position of each Subsidiaries:

As required under Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, a report on the highlights of performance of subsidiaries and their contribution to the overall performance of the Company has been appended as "Annexure A" to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS.

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V of the Listing Regulations is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE REPORT.

The Company is committed to maintain highest standards of corporate governance aligned with the best practices. Pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance forms part of this Report. The Company is in compliance with the various requirements and disclosures that have to be made in this regard. A certificate from the Auditor confirming compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations is annexed and forms part of the Annual Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

There are no such significant and Material orders passed by the regulators or courts tribunals impacting the going concern status and Companies operations in future except there are some penalties & inspections which were ordered by Stock Exchanges which are as follows:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
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 &

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
			<p>diligence, in future. SEBI vide its order dated 9th August 2018 has allowed the Company from closing 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.</p>
2.	SEBI vide its Order dated 30.08.2019	<p>Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP)Regulations</p> <p>Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of theSEBI (ICDR) Regulations.</p>	<p>SEBI imposed Penalty as under:</p> <ol style="list-style-type: none"> a. The Company- INR50,00,000/- <u>Directors</u> b. Nagji K Rita INR 10,00,000/- c. Virendra D Singh INR 10,00,000/- d. Kanji B Rita INR 10,00,000/- e. Vinod K Shah INR 10,00,000/- f. Pravin M Gala INR 10,00,000/- g. Arun N Joshi INR 3,00,000/- h. SrinivasaiyerJambunathanINR 3,00,000/- i. Harshavardhan M GajbhiyeINR 3,00,000/- j. Ajay Khera INR 3,00,000/- k. Deepak M Vaishnav INR 3,00,000/- l. Arvind Gala (CFO) INR 2,00,000/- m. Bhavi Gandhi (CS) INR 2,00,000/- <ol style="list-style-type: none"> 1) The Company INR 25,00,000/- <u>Directors</u> 2) Nagji K Rita INR 5,00,000/- 3) Virendra D Singh INR 5,00,000/- 4) Kanji B Rita INR 5,00,000/- 5) Vinod K Shah INR 5,00,000/- 6) Pravin M Gala INR 5,00,000/- 7) Arun N Joshi INR 2,00,000/- 8) SrinivasaiyerJambunathanINR 2,00,000/- 9) Harshavardhan M GajbhiyeINR 2,00,000/- 10) Ajay Khera INR2,00,000/- 11) Deepak M Vaishnav INR 2,00,000/- 12) Arvind Gala (CFO) INR 1,00,000/- 13) Bhavi Gandhi (CS) INR 1,00,000/-
3.	SEBI email dated 01.07.2020 and 02.07.2020	Sections 11, 11(4) and 11B read with Section 19 of the SEBI Act, 1992	The Company, Inventure Growth & Securities Limited is restrained from accessing security market as an Intermediary as well for ²² / ₄

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
			period of Two Years from the date of the Order and issued Directions to immediately Square off the F & O Position of Clients in relation to show cause notice dated April 30, 2015 which was issued after a lapse of 7 years for the alleged trading during the investigation period of 01.06.2008 to 20.12.2008.
4.	Notice from SEBI vide letter No. EFD1/ MIRSD/ ENQ/ DRA2/ 04/ 20-21/ 3613/ 1/ 2021 dt. 27.01.2021 recd. On 15.02.2021	Rule 27(1) of the SEBI (Intermediaries) Regulations, 2008 for conducting enquiry by SEBI	N. A.
5.	Show cause Notice dt. 04.02.2022 recd. on 11.02.2022 under Rule 4(1) of the SEBI (Procedure for holding inquiry and imposing penalty) Rules, 1995 in the matter of trading activities of certain entities in Index options contracts of NIFTY.	Rule 4(1) of the SEBI Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995	Based on Notice Company has to file reply on Notice stating that why inquiry should not be held against the Company in terms of Rule 4 of the SEBI (Procedure for holding inquiry and imposing penalties) Rules, 1995 read with section 15I of SEBI Act.
6.	BSE Inspection has issued letter number L/DOBS/ KM-275/ IR/ 2023 - 2024/57 dated 18/04/2023 for the inspection period FY 21-22.	<p>Exchange has observed the following violation</p> <p>Exchange has observed mismatch while comparing Back office holding file with NSDL and CDSL holdings as on March 31, 2022</p> <p>Unmoved creditors found between 2 quarter as on 31/12/2021 & 31/03/2022</p> <p>Misutilisation of clients funds found during the inspection period, as G Negative found by auditor for 30 dates.</p> <p>Net worth as on 31/03/22 has not consider the advance to suppliers value, while deriving the net worth which resulted in short deduction (net) of Rs.18,79,505 /- which will reduce the net worth from Rs.87,48,17,697/- (as per submission) to Rs. 87,29,38,192</p> <p>While comparing three half yearly Net worth, it is observed that Net worth increases y 64.08 % in March 31, 2022, as compared to September 30, 2022, and Net worth increases by 3.52 % in</p>	BSE Inspection team has passed the final penalty order dated 29/11/2023 vide reference number L/DOBS/JB-275/IR/2023-2024/2610, wherein exchange has levied penalty of Rs. 45,000/- in the matter of non-settlement of clients funds.

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
		September 30, 2022 as compared to March 31, 2022	
7.	MCX Inspection issued observation letter to IGSL for books of accounts, other records and documents for the period from April 01,2021 to March 31,2022 vide letter number MCX/INSP/SM/22-23/1667 dated -24th March 2023.	<p>Exchange has observed the following violation</p> <p>Non settlement of funds and securities of clients at least once in a calendar quarter or month.</p> <p>The gap between two running account settlements is more than 90/30 days as per the choice of client.</p> <p>Member has not returned funds of clients who have not traded for 30 days.</p> <p>Member has passed penalty for Upfront margin requirements in compliance to the rules and guidelines prescribed by the Exchange/ Clearing Corporation</p> <p>Member has marked incorrect Mobile Number uploaded in Unique Client Code (UCC) database.</p> <p>Member has not identified all inactive client accounts and marked / flagged as Inactive in UCC database of all the respective Exchanges.</p> <p>Observations in past by SEBI/MCX inspection conducted are repeated. The gap between two running account settlements is more than 90/30 days as per the choice of client.</p> <p>Member has not taken corrective steps to rectify the deficiencies observed in the inspection carried out by the SEBI/Exchange. Further Member has not complied with the qualifications/violations made in last SEBI/Exchange inspection report.</p>	Order awaited from MCX Inspection team
8.	NSE has issued show cause notice to Inventure Growth & Securities Limited vide letter no. NSE/INSP/CMFOCDS/REG/21-22/9017/2021-9220/2022-10869 Dated 07th June 2022	<p>Following violation has been observed by NSE Inspection team.</p> <p>The Noticee used the funds of credit balance clients to</p>	MCGFC Committee has pass the penalty order of Rs. 58.62 lakh as on 28/04/2023, wherein we filled the review application with supporting documents as on 15/05/2023. Further additional

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
		September 30, 2022 as compared to March 31, 2022	
7.	MCX Inspection issued observation letter to IGSL for books of accounts, other records and documents for the period from April 01,2021 to March 31,2022 vide letter number MCX/INSP/SM/22-23/1667 dated -24th March 2023.	<p>Exchange has observed the following violation</p> <p>Non settlement of funds and securities of clients at least once in a calendar quarter or month.</p> <p>The gap between two running account settlements is more than 90/30 days as per the choice of client.</p> <p>Member has not returned funds of clients who have not traded for 30 days.</p> <p>Member has passed penalty for Upfront margin requirements in compliance to the rules and guidelines prescribed by the Exchange/ Clearing Corporation</p> <p>Member has marked incorrect Mobile Number uploaded in Unique Client Code (UCC) database.</p> <p>Member has not identified all inactive client accounts and marked / flagged as Inactive in UCC database of all the respective Exchanges.</p> <p>Observations in past by SEBI/MCX inspection conducted are repeated. The gap between two running account settlements is more than 90/30 days as per the choice of client.</p> <p>Member has not taken corrective steps to rectify the deficiencies observed in the inspection carried out by the SEBI/Exchange. Further Member has not complied with the qualifications/violations made in last SEBI/Exchange inspection report.</p>	Order awaited from MCX Inspection team
8.	NSE has issued show cause notice to Inventure Growth & Securities Limited vide letter no. NSE/INSP/CMFOCDS/REG/21-22/9017/2021-9220/2022-10869 Dated 07th June 2022	<p>Following violation has been observed by NSE Inspection team.</p> <p>The Noticee used the funds of credit balance clients to</p>	MCGFC Committee has pass the penalty order of Rs. 58.62 lakh as on 28/04/2023, wherein we filled the review application with supporting documents as on 15/05/2023. Further additional

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
		(RBS) Incorrect data submitted towards the weekly monitoring of client funds	
10.	NSE Inspection issued observation letter to IGSL for books of accounts, other records and documents for the period from January 01, 2022 to December 31, 2022 vide letter number NSE/INSP/CMFOCDS/REG/22-23/LO/09017/2023-24127 dated -10 th April 2023.	<p>Non settlement of client funds</p> <p>Incorrect reporting of margin/ MTM loss collection from clients to Exchange</p> <p>Treatment of Inactive account</p> <p>Non-mapping of all back-office/trading client codes (if any) with the unique client code (PAN), uploaded to the Exchange for clients.</p> <p>Mismatch in email ids and mobile numbers uploaded to the Exchange</p> <p>Common email id and/or mobile number uploaded for more than one client</p> <p>Non-issuance of statement of accounts & retention statement at the time of settlement of client accounts.</p>	<p>NSE Inspection team has passed the final penalty order dated 24/11/2023 vide reference number NSE/INSP-ENF/CMFOCDS/REG/22-23/ACT/09017/2023-24127, wherein exchange has levied penalty of Rs. 83,000/- in the matter of Mismatch of Email id/Mobile number, Common Email/Mobile number uploaded for more than one client and Non issuance of Retention statement to clients.</p>
11.	BSE Inspection schedule for the Inspection Period April 2022 to March 2023 intimation email received on 14/07/2023	<p>The following are the prima facie observations based on sample checking</p> <p>Client registration process (kyc and kra process)</p> <p>Ucc verification</p> <p>Periodic settlement of funds</p> <p>Margin verification</p> <p>Unmoved creditors</p> <p>Clients funds & securities</p> <p>Net worth verification</p>	<p>DThe following are the prima facie observations based on sample checking</p> <p>DClient registration process (kyc and kra process)</p> <p>DUcc verification</p> <p>DPeriodic settlement of funds</p> <p>DMargin verification</p> <p>DUnmoved creditors</p> <p>DClients funds & securities</p> <p>Net worth verification</p>
12.	MCX Inspection schedule for the Inspection Period April 2022 to March 2023 intimation email received on 27/06/2023	<p>CKYC Identifier has not been communicated to any of the registered clients</p> <p>Contract Notes not dispatched / delivered to clients within 24 hours.</p> <p>Member has not returned funds of clients who have not traded for 30 days.</p> <p>Member has sent incorrect retention statements to the client</p> <p>Trading member has not correctly reported to the Exchange the requirement on Settlement of Running Account of Client's Funds lying with Trading Member</p>	<p>DCKYC Identifier has not been communicated to any of the registered clients</p> <p>DContract Notes not dispatched / delivered to clients within 24 hours.</p> <p>DMember has not returned funds of clients who have not traded for 30 days.</p> <p>DMember has sent incorrect retention statements to the client</p> <p>DTrading member has not correctly reported to the Exchange the requirement on Settlement of Running Account of Client's Funds lying with Trading Member</p> <p>DMember has passed on the penalty w.r.t. short collection of upfront margins (Initial Margin)</p>

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
		<p>Member has passed on the penalty w.r.t. short collection of upfront margins (Initial Margin! Peak Margin) to client (where not permissible).</p> <p>Member has not correctly reported day-wise balance (as per the bank statement).</p> <p>Observations in past by MCX inspection conducted are repeated.</p> <p>Observations of past internal audit report are repeated.</p> <p>It is observed that observation in past by MCX inspection conducted are repeated</p> <p>It is observed that member has not taken corrective steps to rectify the deficiencies observed in the internal audit report.</p>	<p>Peak Margin) to client (where not permissible).</p> <p>DMember has not correctly reported day-wise balance (as per the bank statement).</p> <p>DObservations in past by MCX inspection conducted are repeated.</p> <p>DObservations of past internal audit report are repeated.</p> <p>DIIt is observed that observation in past by MCX inspection conducted are repeated.</p> <p>It is observed that member has not taken corrective steps to rectify the deficiencies observed in the internal audit report.</p>
13.	MCX Inspection observation letter received for the inspection period April 2021 to March 2022 for trading date 24/03/2023	<p>Non Settlement of funds and securities of clients at least once in a calendar quarter or month, as per the preference of the client or the gap between two running account settlements is more then 90/30 days as per the choice of client.</p> <p>Member has not returned funds of clients who have not traded for 30 days.</p> <p>Member has passed penalty upfront margin requirements in compliance to the rules and guidelines prescribed by the Exchange I Clearing Corporation.</p> <p>Observations in past by SEBIMCX inspection conducted are repeated:</p> <p>The gap between two running account settlements is more than 90/30 days as per the choice of client.</p> <p>.Member has not taken corrective steps to rectify the deficiencies observed in the inspection carried out by the SEBI I Exchange. Further Member has not complied with the</p>	Member reply filed as on 13 TH April 2023 and Final order received on 08/09/23, wherein exchange has levied penalty of Rs. 67500/- + advice + warning.

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
		<p>qualifications I violations made in last SEBI I Exchange inspection report.</p>	
14.	<p>SEBI Show Cause Notice received bearing ref. no. EAD5/MC/HP/4766/ /2022 dated 4 February 2022 in the matter of trading activities of certain entities in Index options contracts of NIFTY (“SCN”) for the Investigation period 1.01.2014 to 1.01.2015</p>	<p>Trading activities of certain entities in index options contracts of NIFTY</p>	<p>Penalty for unfair trade practice 15HA & 15HB.</p>
15.	<p>NSE has conducting Offsite inspection (CMFOCDS) for the period of April 2023 to December 2023.</p>	<p>It was observed that, Trading member has not correctly reported the data towards the weekly monitoring of client funds</p> <p>It was observed that, Trading member has sent retention statement, however there were material discrepancies observed</p> <p>It was observed that, Trading member has made pay-out of funds to clients in excess of their balances.</p> <p>It was observed that Trading member has delayed in sending an intimation including the details about the transfer of funds to clients by SMS at the time of running account settlement of funds.</p> <p>It was observed that, Trading member has not returned funds to clients, who have credit balance and not done any transaction in the 30 calendar days since the last transaction, within 3 working days.</p> <p>It was observed that, Trading member has not correctly reported margin/ MTM loss collection from its clients to the Exchange</p> <p>It was observed that, Trading Member is not maintaining the payout request received from the</p>	<p>It was observed that, Trading member has not correctly reported the data towards the weekly monitoring of client funds</p> <p>It was observed that, Trading member has sent retention statement, however there were material discrepancies observed</p> <p>It was observed that, Trading member has made pay-out of funds to clients in excess of their balances.</p> <p>It was observed that Trading member has delayed in sending an intimation including the details about the transfer of funds to clients by SMS at the time of running account settlement of funds.</p> <p>It was observed that, Trading member has not returned funds to clients, who have credit balance and not done any transaction in the 30 calendar days since the last transaction, within 3 working days.</p> <p>It was observed that, Trading member has not correctly reported margin/ MTM loss collection from its clients to the Exchange</p> <p>It was observed that, Trading Member is not maintaining the payout request received from the clients for part payment of credit balance clients</p> <p>It was observed that, the trading member has not maintained appropriate relationship for the email and mobile mapped against,</p>

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
		<p>clients for part payment of credit balance clients</p> <p>It was observed that, the trading member has not maintained appropriate relationship for the email and mobile mapped against client.</p> <p>It is deemed that Contract note are not delivered to clients within 24 hours as multiple clients are mapped to single email ID.</p> <p>It was observed that, Trading member has engaged as a principal in a business other than that of securities involving personal financial liability.</p> <p>It was observed that, Trading member has not maintained proper client ledgers.</p> <p>It was observed that, Trading member has not issued statement of accounts to clients.</p> <p>It was observed that, Trading member has incorrectly reported cash and Cash Equivalent</p> <p>It was observed that, Trading member has not correctly reported the data towards "Segregation and Monitoring of Collateral at Client Level" to their respective Clearing Member</p> <p>It was observed that, adequate margin has not been collected by the Member in the form of cash, cash equivalent or Group I equity shares, with appropriate hair cut</p> <p>It was observed that Trading Member has not complied with the requirement of uploading</p>	<p>client.</p> <p>It is deemed that Contract note are not delivered to clients within 24 hours as multiple clients are mapped to single email ID.</p> <p>It was observed that, Trading member has engaged as a principal in a business other than that of securities involving personal financial liability.</p> <p>It was observed that, Trading member has not maintained proper client ledgers.</p> <p>It was observed that, Trading member has not issued statement of accounts to clients.</p> <p>It was observed that, Trading member has incorrectly reported cash and Cash Equivalent</p> <p>It was observed that, Trading member has not correctly reported the data towards "Segregation and Monitoring of Collateral at Client Level" to their respective Clearing Member</p> <p>It was observed that, adequate margin has not been collected by the Member in the form of cash, cash equivalent or Group I equity shares, with appropriate hair cut</p> <p>It was observed that Trading Member has not complied with the requirement of uploading the KYC information with the SEBI registered KRAs for all new clients within 10 days from the date of registration.</p> <p>It was observed that running account authorization taken by trading member from client(s) is signed by client only and does not contain a clause which explicitly allows a client to revoke the said authorization at any time.</p> <p>It was observed that Member has not complied with respect to SEBI circular on Execution of 'Demat Debit and Pledge Instruction' for</p>

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.
		<p>the KYC information with the SEBI registered KRAs for all new clients within 10 days from the date of registration.</p> <p>It was observed that running account authorization taken by trading member from client(s) is signed by client only and does not contains a clause which explicitly allows a client to revoke the said authorization at any time.</p> <p>It was observed that Member has not complied with respect to SEBI circular on Execution of 'Demat Debit and Pledge Instruction' for transfer of securities towards deliveries /settlement obligation and pledging/repledging of securities.</p> <p>It was observed that Member has not maintained client registration documents containing all the prescribed mandatory documents and all fields properly filled up.</p> <p>It is observed that member has not submitted corporate governance related data</p>	<p>transfer of securities towards deliveries /settlement obligation and pledging/repledging of securities.</p> <p>It was observed that Member has not maintained client registration documents containing all the prescribed mandatory documents and all fields properly filled up.</p> <p>It is observed that member has not submitted corporate governance related data</p>
16.	BSE has conducting onsite LPI inspection of our AP Mitra Solanki and sending LOA letter L/DOBS/JB-275/IR/2023-2024/3334 Dated 19/03/2024	<p>The following information/documents not displayed by the Authorization person</p> <ol style="list-style-type: none"> Notice Board SEBI Registration Certificate and Information about the grievance redressal mechanism is not displayed at the terminal location. Client visit register is not maintained. Compliant register is not maintained 	<p>The following information/documents not displayed by the Authorization person</p> <ol style="list-style-type: none"> Notice Board SEBI Registration Certificate and Information about the grievance redressal mechanism is not displayed at the terminal location. Client visit register is not maintained. Compliant register is not maintained
17.	Consumer court has issued a notice on behalf of client Arun Vora to attend the court on 10/05/2024,	Dispute matter related to mode of dispatch of contract note.	None

TRANSFER TO RESERVE.

During the year 2023-2024 your Company has not transfer any amount to reserve.

DIVIDEND

Your company has not proposed any dividend for the Financial Year 2023-2024.

BOARD OF DIRECTOR, COMMITTEES AND KEY MANAGERIAL PERSONAL

Composition of Board

The composition of the Board of the Company is in accordance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, with an optimum combination of Executive, Non-Executive and Independent Directors.

The Board of the Company has 6 (SIX) Directors comprising of 1 (One) Executive Chairman and Managing Director, 1 (One) Whole-time Directors, 1 (One) Executive Director and 3 (Three) Independent Directors. The complete list of Directors of the Company has been provided in the Report on Corporate Governance forming part of the Annual Report.

The Directors on the Board of the Company are persons with proven competency, integrity, experience, leadership qualities, financial and strategic insight. They have a strong commitment to the Company and devote sufficient time to the Meetings.

Director liable to retire by rotation

Section 152 of the Act provides that unless the Articles of Association provide for the retirement of all directors at every AGM, not less than two-third of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation. Accordingly, Mr. Kamlesh S. Limbachiya (DIN: 02774663) will retire by rotation at the ensuing AGM and being eligible, have offered himself for re-appointment. The brief profile of Mr. Kamlesh S. Limbachiya is included in the notice of the AGM of the Company forming the part of this Report.

Meetings of the Board

During the year under review, the Board met 4 (Four) times to discuss and approve various matters including financials, Right Issue and other businesses. For further details, please refer to the Report on Corporate Governance forming part of the Annual Report. The maximum interval between any two meetings did not exceed 120 (One Hundred and Twenty) days, as prescribed in the Companies Act, 2013 and the Listing Regulations.

Committees of Board

The Board has set up various Committees in compliance with the requirements of the business & relevant provisions of applicable laws and layered down well documented terms of references of all the Committees. Details with respect to the Composition, terms of reference and number of meetings held, etc. are included in the Report on Corporate Governance forming part of the Annual Report.

During the year under review, all the recommendations/submissions made by the Audit Committee and other Committees of the Board were accepted by the Board.

Separate Meeting of Independent Directors

As stipulated in the Code of Conduct for Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on February 05, 2024 to review the performance of Non-Independent Directors (including the Chairman) and the Board as a whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, which is necessary to effectively and reasonably perform and discharge their duties.

Declaration by Independent Directors

All the Independent Directors of your Company have submitted their declaration of independence, as required, pursuant to the provisions of Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, stating that they meet the criteria of independence, as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and are not disqualified from continuing as Independent Directors of your Company. Further, veracity of the above declarations has been assessed by the Board, in accordance with Regulation 25(9) of the Listing Regulations. The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite qualifications, expertise & experience (including the proficiency) and competency in the business & industry knowledge, financial expertise, digital & information technology, corporate governance, legal and compliance, marketing & sales, risk management, leadership & human resource development and general management as required to fulfill their duties as Independent Directors.

Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have confirmed that they have registered themselves with databank maintained by the Indian Institute of Corporate Affairs ("IICA"). These declarations/ confirmations have been placed before the Board. The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (Two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption. Accordingly, Mr. Surji Chheda and Mr. Pathik Shah are exempt to pass the online proficiency self-assessment test pursuant to the proviso of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Mr. Rekhchand Thanvi has booked a slot to appear for the exam on 30th July, 2024.

Key Managerial Personnel.

As on 31st March, 2024, Following are the Key Managerial Personnel.

- D Mr. Kanji B. Rita -Chairman and Managing Director
- D Mr. Kamlesh S. Limbachiya- Whole-Time Director
- D Mrs. Lasha M. Rita- Director
- D Ms. Shikha A. Mishra- Company Secretary and Compliance Officer
- D Mr. Arvind J. Gala- Chief Financial Officer

Familiarization Programmes

The Company has formulated a policy on ‘familiarization programme for independent directors’. Accordingly, upon appointment of an Independent Director, the appointee is given a formal Letter of Appointment, which inter alia, explains the role, function, duties and responsibilities expected as a Director of the Company.

Further, the Company also familiarize the Independent Directors with the Company, their roles, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, various businesses in the group etc. The Director is also explained in detail the compliance required from him under the Act and the Listing Regulations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings. Meetings are done on regular basis to inform the Independent Directors on various matters inter-alia covering the business strategies, management structure, management development, quarterly and annual results, review of Internal Audit, risk management framework, operations of subsidiaries.

COMPANY’S POLICY ON DIRECTOR’S APPOINTMENT AND REMUNERATION

Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the Listing Regulations, as amended from time to time, requires the Nomination and Remuneration Committee (“NRC”) to formulate a Policy relating to the remuneration for the Directors, Key Managerial Personnel (“KMP”), Senior Management and other employees of the Company and recommend the same for approval of the Board.

Appointment Criteria and Qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

The Company’s Policy relating to Policy for Remuneration of the Directors, Key Managerial Personnel and Other Employees **Annexure- B** and is attached to this report.

Evaluation of Boards Performance:

Nomination and Remuneration Committee evaluated the performance of Board as a Whole and Independent Director. In their separate meeting evaluates the performance of Individual directors and chairman of the company. The criteria of performance evaluation are a ranking system i.e. by allocating ranking from 1 – 5 based on the skills such as participation in the meeting, contribution at the meeting, knowledge and skills, discharging own role, functions and duties and personal attributes. Evaluation of Performance of the Board, its committees, every Director and Chairperson, for the financial year 2023-2024 has been conducted at the NRC Meeting and Independent director meeting.

DIRECTORS RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a) That in the preparation of the annual financial statements for the year ended 31st March 2024, the applicable Indian Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) that accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2024 and of the profit of the Company for the year ended on that date;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statement has been prepared on a going concern basis;
- e) That internal financial control has been laid down to be followed by the Company and the internal financial control are adequate and are operating effectively;
- f) That systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively.

AUDITORS AND AUDITORS REPORT

A. STATUTORY AUDITORS

The Members at the Annual General meeting held on 26th December 2020 appointed M/S PPV & Co., (Firm Registration No 153929W) Chartered Accountants Mumbai, as Statutory Auditors of the Company), for a term of 5 consecutive years up to the Conclusion of Annual General Meeting to be held for the financial year 2024-25.

The Audit Committee reviews the independence and objectivity of the Auditors and the effectiveness of the Audit process.

Reporting of Fraud

During the year under review, the internal team of the Company has found that employee of the company has committed fraud over a period of time by siphoning Company's depository income aggregating to Rs 117.50 lacs and fraudulently transferring securities from certain DP accounts to his personal DP account.

Actions taken by the Management:

FIR was lodged against the fraudulent employee of the Company with the jurisdictional police.

Statutory Auditors' Report

The Statutory Auditors' Report issued by M/s. PPV &Co. Chartered Accountants, for the year under review contains following qualification, reservations, adverse remarks or disclaimer.

Qualification on Standalone Basis

We refer to note no. 3 to the Standalone financial results in respect of Exceptional item for which provision of Rs. 349 lakhs is made by the company on account of fraud committed on the company, by its employee. Since the company has not initiated a forensic audit for detailed investigation of the fraud, pending conversion of police complaint into First Information Report (FIR) and an inspection report of CDSL is awaited in respect of the alleged transfer of client's securities as on the date of this report, we are unable to comment on the quantum of the fraud and its expanded scope of operations which may include involvement of the securities of other clients. In the absence of sufficient appropriate audit evidence, we are unable to comment on the adequacy of the provision made for the year ended 31 March, 2024.

Company Reply: we have done a special audit through our internal audit on our DP process the report was issued on 17th May, 2024 and we have filled a police complaint and we are in touch with police authority for further course of action.

Qualification on Consolidated Basis

1. We refer to note 3 to the consolidated financial results in respect of Exceptional Item for which provision of Rs. 349 Lakhs is made in Holding company on account of fraud committed on the Holding Company, by its employee. Since the Holding Company has not initiated a forensic audit for detailed investigation of the fraud, pending conversion of police complaint into First Investigation Report (FIR) and an inspection report of CDSL is awaited in respect of the alleged transfer of client's securities as on the date of this report, we are unable to comment on the quantum of the fraud and its expanded scope of operation which may include involvement of the securities of other clients. In the absence of sufficient appropriate audit evidence, we are unable to comment on the adequacy of the provision made for the year ended 31 March, 2024.

2. In one of the Subsidiaries of the Holding Company viz Inventure Finance Pvt. Ltd., the other auditor who audited the financial results of the subsidiary has issued a qualified audit report as under:

“The Company has not applied Expected Credit Loss (ECL) model for estimating the provisions required to be made against loans given, as per the requirements of Ind AS 109 – Financial Instruments, and Reserve Bank of India's Master Direction, “Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023” bearing reference RBI/DoR/2023-2024/106 DoR.FIN.REC.NO.45/03.10.119/2023-2024 dated 19th October 2023 and updated on 21st March, 2024, due to which, we are unable to ascertain the possible impact of financial results.”

Company Reply: we will apply the provisions from coming financial year and take precautionary action not to repeat same in future.

Emphasis of Matter

In this regard, attention is drawn to:

1. The Note 4 to the Standalone financial results regarding the company having pledged its term deposits aggregating to Rs. 1,198.89 Lakhs for its wholly owned subsidiary to avail overdraft facility, with an outstanding amount of Rs. 907.17 Lakhs as at year end.
2. Security Deposit given to Dhairya Management Services Pvt. Ltd. being a related party transaction Rs. 500 Lakhs.
3. Attention is drawn to Note 5 to the standalone financial results in respect of investments of Rs. 6,649 Lakhs in Wholly owned subsidiaries.

The Management does not expect any material impact on the standalone financial results for the year ended 31 March, 2024 in respect of the above matter.

Our opinion is not modified in respect of this matter.

A. INTERNAL AUDITORS

The Company continues to engage M/s. SHAH & RAMAIYA Chartered Accountants as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on ongoing basis to improve efficiency in operations.

B. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed D. M. Zaveri & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure-C (1)**.

Secretarial Auditors Report:

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except as follows: -

- a) There was delay in compliance of Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the SEBI (LODR) Regulations, 2015') w.r.t. appointment of qualified company secretary who act as a Compliance Officer of the Company, Ms. Bhavi Gandhi had resigned as Company Secretary and Compliance Officer effective 13 January 2023 and the Company has appointed Ms. Shikha Mishra as the Company Secretary of the Company effective 20 June 2023.
- b) During the year under review, the prior approval of shareholders under regulation 23 of the SEBI (LODR) Regulations, 2015 was not obtained in respect of material related party transaction security deposit of Rs.500 Lakhs given to Dhairyra Management Services Pvt. Ltd., a related party of the Company. As represented by the management, the said approval is proposed to the shareholders in the ensuing Annual General Meeting to be held during year 2024.
- c) An unpaid/ unclaimed dividend of Rs. 10,000 declared and paid for the financial year 2011-12 not yet transferred to the Investor Education and Protection Fund ('IEPF') as on 31st March 2024. As represented by the management, the Company is in process for transferring the said amount to the IEPF.

Secretarial Audit of Material Subsidiaries

In terms of Regulation 24A of the Listing Regulations, the Secretarial Audit Report of material subsidiaries i.e. Inventure Finance Private Limited received from their respective Secretarial Auditors for the is annexed herewith as **Annexure-C (2)**.

MAINTAINANCE OF COST RECORDS

The Company is not required to maintain cost records as specified by Central Government under sub-section (1) of Section 148 of the Companies Act, 2013

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance on sexual harassment at workplace. The Company has formulated a Policy on Prevention of Sexual Harassment at Workplace and has also constituted an Internal

Complaints Committee (“ICC”) as stipulated by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity.

During the year under review, ICC had not received any complaint relating to sexual harassment

ANNUAL RETURN

Pursuant to section 134(3)(a) and Section 92(3) of Companies Act, 2013 read with relevant Rules framed thereunder, The Annual Return of the Company in E-form MGT -7 is available on the website of the Company at <https://www.inventuregrowth.com/investorrelation?categoryId=6&subcategoryId=18>

LOANS, GUARANTEE AND INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013

Details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2024, are set out in Note no. 38 to the Standalone Financial Statements forming part of this report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Arrangements or Contracts entered by the Company during the financial year with related parties were on an arm’s length basis and in the ordinary course of business. All related party transactions are placed for approval before the Audit Committee and also before the Board wherever necessary in compliance with the provisions of the Act and Listing Regulations. During the year under review Company has not entered any contracts or arrangements with related party except the approval taken from the Audit committee on 9th February, 2023, Board on 30th January, 2023 and shareholders’ approval through postal ballot was taken on 24th March, 2023 for purchase of office premises from K. R. Shoppers private limited in which Mr. Kanji Rita chairman & Managing director of the Company is director and Mr. Meet Rita husband of Mrs. Lasha Rita director of the Company is a director but the transaction is yet to be executed as on the date of this report.

Accordingly, the particulars of contracts or arrangements with related party referred to in sub section (1) of Section 188 Is not applicable on the Company.

Details of the related party transactions during the year as required under Listing Regulations and Indian accounting standards are given in note 37 to the standalone financial statements. The policy on dealing with the Related Party Transactions Including determining material subsidiaries is available on the Company’s website or link: <https://www.inventuregrowth.com/investorrelation?categoryId=2>

VIGIL MECHANISM

The Company has a whistle blower policy laying down a vigil mechanism to deal with instances of unethical behavior, fraud or mismanagement. The said policy has been explained in the corporate governance report and also displayed on the Company’s website or Link: <https://www.inventuregrowth.com/investorrelation?categoryId=2>

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Board has constituted Corporate Social Responsibility (CSR) Committee under the Chairmanship of Mr. Surji D. Chheda, Independent Director. The other members of the Committee are Mr. Kanji B. Rita and Mr. Kamlesh S. Limbachiya. The Board of Directors, based on the recommendations of the Committee, formulated a CSR Policy. The detailed CSR Policy is available on web link <https://www.inventuregrowth.com/investorrelation?categoryId=2>

Annual report on CSR as required under Companies (Corporate Social Responsibility Policy) Rules 2014 is annexed herewith and forming the part of this Annual Report and marked as **Annexure D**. The Company confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company

LISTING OF SECURITIES

The Equity Shares of the Company are presently listed on BSE Limited and National Stock Exchange of India Limited. The Annual Listing Fee for the year 2024-2025 has been duly paid to the Stock Exchange.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

The particulars required by the Section 134(3)(m) of the Companies Act, 2013 ("the Act") read with rule 8 (3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not furnished considering the nature of activities undertaken by the Company during the year.

Foreign Exchange Earning and Outgo

Your Company has no foreign exchange earnings and outgo.

Leveraging Digital Technology

Innovative ideas and technology is introduced continuously to provide great user experience to our customers, business associates and employees. In association with the IT Team, the Company with active support from management has been investing time and effort in information technology solutions to demonstrate technological leadership.

RISK MANAGEMENT POLICY.

The Company has laid down a well-defined risk management mechanism covering the risk mapping and analysis, risk exposure, potential impact and risk mitigation measures. Exercise is being carried out to identify, evaluate, manage and monitor the principal risks that can impact the Company's ability to achieve its strategic and financial objectives. Whenever necessary, the Board reviews the risks and suggests steps to be taken to control and mitigate the same through appropriate framework. Details on

the risk elements which the Company is exposed to are covered in the Management Discussion and Analysis which forms part of this Annual Report. The Company has framed a Risk Management Policy to identify and assess the key risk areas monitor and report compliance and effectiveness of the policy and procedure.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES.

Relations with employees across all the offices and units continued to be cordial. HR policies of the Company are focused on developing the potential of each employee. With this premise, a comprehensive set of HR policies are in place, aimed at attracting, retaining and motivating employees at all levels. Your Company had 106 permanent employees as on 31st March 2024.

The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure E** and forms part of this Report. The Company has not paid any remuneration to its Non-Executive Directors, except sitting fees for attending the meetings of the Board and Committee thereof during the FY 2023-2024. The details of the same are provided in the corporate governance Report forms part of the Annual Report.

DEPOSITS (UNDER CHAPTER V):

During the year, your Company has not accepted and/or renewed any public deposits in terms of the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 as amended.

INTERNAL FINANCIAL CONTROLS SYSTEMS AND ADEQUACY.

The Board has adopted policies and procedures for governance of orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The Company's internal control systems commensurate with the nature of its business, the size and complexity of its operations. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Audit Committee of the Board of Directors, Statutory Auditors and the Senior Management are periodically apprised of the internal audit findings and corrective actions taken. Audit provides a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

CODE OF CONDUCT

Pursuant to Regulation 26(3) of the Listing Regulations, all the Directors & Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has followed the applicable Secretarial Standards, i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company Securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on the Company's website www.inventuregrowth.com.

OTHER DISCLOSURES

1. There are no proceedings, either filed by the Company or filed against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts during the FY 2023-24.
2. There was no instance of one-time settlement with any Bank or Financial Institution

APPRECIATION AND ACKNOWLEDGEMENT.

Your Directors would like to take this opportunity to express sincere gratitude to the customers, bankers and other business associates for the continued cooperation and patronage. Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Government, Regulatory Bodies and the Stock Exchanges. Your Directors place on record their deep appreciation for the exemplary contribution made by the employees at all levels to the growth and profitability of your Company's business. The Directors also wish to express their gratitude to the valued shareholders for their unwavering trust and support.

For Inventure Growth & Securities Limited

Sd/-

Mr. Kanji B. Rita
(Chairman & Managing Director)
(DIN: 00727470)

Sd/-

Mr. Kamlesh S. Limbachiya
(Whole-Time Director)
(DIN: 02774663)

Date: 18.07.2024

Place: Mumbai

ANNEXURE A (Form No. AOC1)

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014) The statement containing silent features of the financial statement of subsidiaries companies is given below:

(Rs. In lakhs)

Particulars	IFPL	IMBSPL	ICL	IWML	IIBPL	IDPL
Name of the subsidiary	Inventure Finance Private Limited	Inventure Merchant Banker Services Private Limited	Inventure Commodities Limited	Inventure Wealth Management Limited	Inventure Insurance Broking Private Limited	Inventure Developers Private Limited
The date since when subsidiary was acquired*	07/12/2007	29/08/2011	19/08/2008	12/06/2008	08/01/2008	08/06/2018
	28/06/2008	30/09/2020	-	-	-	-
	11/03/2011	-	-	-	-	-
	04/11/2011	-	-	-	-	-
	-	12/09/2020	-	-	-	11/02/2021
Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	-	-	-	-	-	-
Reporting Currency and Exchange rate as on last date of the FY 2023-2024	-	-	-	-	-	-
Share capital	480.00	161.00	219.07	65.00	60.00	10.00
Reserves and Surplus	8,771.09	580.07	781.31	38.32	54.23	-9.15
Total assets	10,196.60	744.96	1,008.57	103.58	115.59	1.02
Total liabilities						

	945.50	3.89	8.19	0.26	1.36	0.17
Investments	-	146.70	50.88	51.91	43.34	-
Turnover	998.23	71.65	353.59	3.19	7.62	0.06
Profit before taxation	767.80	52.72	-33.30	2.61	6.92	-0.05
Provision for taxation(net)	218.04	15.35	-31.77	-0.35	0.61	-
Profit after taxation	549.76	37.37	-1.52	2.96	6.31	-0.05
Proposed dividend	-	-	-	-	-	-
%of shareholding	100%	100%	99.97%	100%	100%	100%

Notes:

1. Name of Subsidiaries which are yet to commence operations: None
2. Name of Subsidiaries which have been liquidated or sold during the FY 2023-2024: None

Part “B” Associates or Joint Ventures

Statement pursuant to section 129 (3) of the companies Act 2013 related to Associates or Joint Ventures:

The Company does not have any Associates or Joint Ventures as on 31st March 2024.

For and on behalf of the Board of Directors

Sd/-
Kanji B. Rita
(DIN 00727470)
Managing Director

Sd/-
Kamlesh S. Limbachiya
(DIN 02774663)
Whole time Director

Sd/-
Arvind J. Gala
Chief Financial Officer

Sd/-
Shikha Mishra
Company Secretary

Date: 18.07.2024
Place: Mumbai

ANNEXURE- B

Policy regarding Appointment of Directors and payment of remuneration to Managerial Personnel

Purpose

This Policy sets out the approach for remuneration of Directors, Key Managerial Personnel and other employees in Inventure Growth and Securities Limited.

Policy Statement

We have a well-defined Remuneration policy for Directors, Key Managerial Personnel and all other employees, including the Chairman, Whole Time Directors, Independent Directors, Key Managerial Personnel, Senior Management and all other employees of the Company. The overall Remuneration philosophy which guides us is that in order to achieve leadership and dominance in domestic markets, we need to attract and retain high performers by Remunerating them at levels that are broadly comparable with the median of the comparator basket while differentiating people on the basis of performance, potential and criticality for achieving competitive advantage in the business.

Independent Directors:

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the Sitting Fees payable to the Independent Directors. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other factors as the NRC may deem fit for determining the sitting Fees.

Executive Directors:

The remuneration to Chairman & Managing Director and Whole Time Director(s) shall be recommended by NRC to the Board. The remuneration consists of both fixed and variable remuneration and shall be paid as salary, bonus, as approved by the Board and within the overall limits specified in the Shareholders' resolution. While the fixed remuneration is determined at the time of their appointment, the variable remuneration will be determined annually by the NRC based on their performance.

Key Managerial Personnel (KMP):

The terms of remuneration of Chief Financial Officer (CFO) shall be determined by NRC from time to time after seeking inputs from Audit Committee in this regard. The terms of remuneration of the Company Secretary and such other officer, not more than one level below the directors, who is in whole time employment, designated by the Board as KMP shall be determined by the NRC from time to time. The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry and their qualifications, experience, roles and responsibilities. Pursuant to the provisions of Section 203 of the Act, the Board shall approve the remuneration at the time of their appointment.

Senior Management:

NRC shall recommend to the board, all remuneration, in whatever form, payable to Senior Management. The remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Employees:

We follow a differential approach in choosing the comparator basket for benchmarking, depending upon the level in the organization:

- a. For all employees from Operational to Executive Band, we benchmark with a set of comparators from the same industry.
- b. For Strategic band and above, we have a position-based approach and the comparator basket includes benchmarks from across relevant industries.

We have a CTC (Cost to Company) concept which includes a fixed component (Guaranteed Pay). The percentage of the variable component increases with increasing hierarchy levels, as we believe employees at higher positions have a far greater impact and influence on the overall business result. The CTC is reviewed once every year and the remuneration strategy for positioning of individuals takes into consideration the following elements:

- D Performance
- D Potential
- D Criticality
- D Longevity in grade

Remuneration for the new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last remuneration and the skill-set of the selected candidate.

Annexure C-1

Secretarial Audit Report

Form No. MR-3

For the Financial year ended 31st March 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Inventure Growth and Securities Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Inventure Growth and Securities Limited** (hereinafter called '**the Company**'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Inventure Growth and Securities Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder and also that the

Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter read with our letter of even date annexed as Annexure A which form an integral part of this report.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company during the audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('The SEBI'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not relevant / applicable during the year under review**)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible

- Securities) Regulations, 2021; **(Not relevant / applicable during the year under review)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not relevant / applicable during the year under review)**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not relevant / applicable during the year under review)**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other law applicable specifically to the Company as per the representation given by the management of the Company is SEBI (Stock Brokers and Sub-brokers) Regulations, 1992.

I have also examined compliance with the applicable clauses to the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Government of India, as applicable under the Companies Act 2013;
- (ii) The uniform listing agreements entered with BSE and NSE in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except as follows:-*

- d) *There was delay in compliance of Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the SEBI (LODR) Regulations, 2015') w.r.t. appointment of qualified company secretary who act as a Compliance Officer of the Company, Ms. Bhavi Gandhi had resigned as Company Secretary and Compliance Officer effective 13 January 2023 and the Company has appointed Ms. Shikha Mishra as the Company Secretary of the Company effective 20 June 2023.*
- e) *During the year under review, the prior approval of shareholders under regulation 23 of the SEBI (LODR) Regulations, 2015 was not obtained in respect of material related party transaction security deposit of Rs.500 Lakhs given to Dhairya Management Services Pvt. Ltd., a related party of the Company. As represented by the management, the said approval is proposed to the shareholders in the ensuing Annual General Meeting to be held during year 2024.*
- f) *An unpaid/ unclaimed dividend of Rs.10,000 declared and paid for the financial year 2011-12 not yet transferred to the Investor Education and Protection Fund ('IEPF') as on 31st March 2024. As represented by the management, the Company is in process for transferring the said amount to the IEPF.*

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive, Non – Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in accordance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with ⁴⁶

the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that in respect of remarks made in our previous reports, following are the updates on the said matters:

- a) There was no further development during the year under review in respect of letter dated 06/06/2018 received by the Company from Registrar of Companies (ROC) under section 206(4) of the Companies Act, 2013 for furnishing of information in respect of Initial Public offer and detailed submission of the same was filed by Company on 21/06/2018.
- b) In respect of Show Cause Notice received from SEBI dated 30/06/2016 under Section 11(1), 11(4), 11A and 11B of SEBI Act, 1992 in the matter relating to public issue of the Company. The SEBI has passed order dated 6th August 2018 U/s 11, 11(4), & 11B of SEBI Act, 1992 wherein it has directed that; the Company and its following Directors/ KMPs; Nagji K Rita/ Virendra D Singh/ Kanji B Rita/ Vinod K Shah/ Pravin M Gala/ Arun N Joshi/ Srinivasaiyer Jambunathan/ Harshavardhan M Gajbhiye/ Ajay Khera/ Deepak M Vaishnav/ Arvind Gala (CFO)/ 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 9th August 2018 has allowed the Company from closing their respective open position at the earliest without any further roll-over but fresh positions shall not be allowed to be opened.

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 11th 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 for settlement on 19th November 2018 with SEBI wherein on 16th January 2019, SEBI has rejected the settlement application filed by Company due to technical reason. Further settlement application filed by such directors and KMP(s) has been withdrawn by them.

After several hearings in the matter of order dated 06.08.2018 the final SAT hearings had been completed on 22nd July 2019 and the Hon'ble judges of SAT has passed the Order dated 10.10.2019 and summary of the Order passed was as under:

- i) *The Appeal filed on 11th September 2018 by the Company i.e. Inventure Growth & Securities Limited and its directors Mr. Nagji K. Rita, Mr. Virendra D. Singh, Mr. Vinod K Shah, Mr. Kanji B. Rita, Mr. Arvind J Gala and Mrs. Bhavi R Gandhi was partly allowed as follows;*
- ii) *The SEBI Order passed against all the Independent Directors i.e. Mr. Ajay Khera, Mr. Deepak Vaishnav, Mr. S. Jambunathan, Mr. H M Gajbhiye, Mr. Arun Joshi and Mr. Pravin Gala has been set aside.*
- iii) *The restraint imposed on the Company and Executive Directors was reduced from 4 years to 3 years.*
- iv) *The Company, Executive Directors and KMPs had filed Review Applications on*

01.11.2019 against the SAT Order dated 10.10.2019. The SAT hearing for Review Applications was completed on 05.02.2020 and order passed as follow;

- a) All The review applications has been dismissed and the debarment period has been reduced from 4 years to 3 years.
- v) On 24.08.2020 the Company has filed an appeal with Supreme Court and the matter was listed with Supreme Court on 20.05.2022 and Supreme Court directed SEBI to file its counter affidavit to Company's appeal and next hearing is awaited.
- vi) The matter was listed with Supreme Court on 20.05.2022 and Supreme Court directed SEBI to file its counter affidavit to Company's appeal .
- vii) The matter is still listed with Supreme Court and there is no further update.

- c) SEBI has conducted hearing on 25/03/2019 for adjudication proceeding against the Company for the above mentioned matter. The Company has received final order dated 30th August 2019 issued by Adjudication Officer from SEBI. In the impugned order, SEBI has levied Penalty as mentioned in below in tabular form;

Sl. No	Name of the Noticee	Penalty amount in `	Reference of provisions violated	Penal provisions under SEBI Act
1	Inventure Growth & Securities Ltd.	50,00,000/- (Rupees Fifty Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations 3(b), (c), (d), 4(1), 4(2)(f), (k) and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		25,00,000/- (Rupees Twenty Five Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations.	Section 15HB
2	Nagji Keshavji Rita (Resigned w.e.f. 0408.2018)	10,00,000/- (Rupees Ten Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		5,00,000/- (Rupees Five Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations.	Section 15HB
3	Virendra Dudhnath Singh (Resigned w.e.f. 10.08.2016)	10,00,000/- (Rupees Ten Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		5,00,000/- (Rupees Five Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations.	Section 15HB
4	Kanji Bhachubhai Rita	10,00,000/- (Rupees Ten Lakhs only)	Section 12 A (a), (b), (c) ofSEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		5,00,000/- (Rupees	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and	Section 15HB

Sl. No	Name of the Noticee	Penalty amount in `	Reference of provisions violated	Penal provisions under SEBI Act
		Five Lakhs only)	(XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations.	
5	Vinod Kanji Shah (Resigned w.e.f. 30.01.2014)	10,00,000/- (Rupees Ten Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		5,00,000/- (Rupees Five Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations.	Section 15HB
6	Pravin Nanji Gala (Resigned w.e.f. 26.09.2013)	10,00,000/- (Rupees Ten Lakhs only)	Section 12 A (a), (b), (c) ofSEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		5,00,000/- (Rupees Five Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations.	Section 15HB
7	Arun Narayan Joshi (Resigned w.e.f. 02.07.2013)	3,00,000/- (Rupees Three Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		2,00,000/- (Rupees Two Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations	Section 15HB
8	Jambunathan Srinivasaiyer (Resigned w.e.f. 05.10.2013)	3,00,000/- (Rupees Three Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		2,00,000/- (Rupees Two Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations	Section 15HB
9	Harshavardhan M Gajbhiye (Resigned w.e.f. 26.9.2013)	3,00,000/- (Rupees Three Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		2,00,000/- (Rupees Two Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations	Section 15HB
10	Ajay Khera	3,00,000/-	Section 12 A (a), (b), (c) of SEBI	Section 15HA

Sl. No	Name of the Noticee	Penalty amount in `	Reference of provisions violated	Penal provisions under SEBI Act
		(Rupees Three Lakhs only)	Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	
		2,00,000/- (Rupees Two Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations	Section 15HB
11	Deepak M Vaishnav	3,00,000/- (Rupees Three Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		2,00,000/- (Rupees Two Lakhs only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G)and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations	Section 15HB
12	Arvind Jethlal Gala	2,00,000/- (Rupees Two Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		1,00,000/- (Rupees One Lakh only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G) and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations.	Section 15HB
13	Bhavi Rahul Gandhi	2,00,000/- (Rupees Two Lakhs only)	Section 12 A (a), (b), (c) of SEBI Act,1992 and Regulations3 (b), (c), (d), 4(1), 4(2)(f), (k)and (r) of the SEBI (PFUTP) Regulations	Section 15HA
		1,00,000/- (Rupees One Lakh only)	Regulations 57 (1) and 57 (2)(a) read with Clause 2 (VII) (G) and (XVI) (B) (2) of part A of schedule VIII and 60 (4) of the SEBI (ICDR) Regulations.	Section 15HB

As informed by the management, the Company and all the Directors and KMP who were penalised has filed an appeal with Securities Appellate Tribunal (SAT) on 4th November 2019 against the said SEBI Adjudication order dated 30th August 2019. The Hon'ble SAT has granted interim stay on 26th November 2019 for recovery of Penalties levied by SEBI. After several hearings in the matter of order dated 30th August 2019 the final SAT hearings had been completed on 26th February 2020 and the Hon'ble judges of SAT has passed the Order dated 26th February 2020 and summary of the order passed as follows; The Hon'ble SAT has instructed Adjudication Officer of SEBI to decide the matter fresh in light of the SAT Order dated 10th October 2019 and set aside the order passed by AO of SEBI. The Company had received an Notice from AO and opportunity of hearing was given on 07.05.2024 and the legal representative of the Company has attended the matter and reply from AO is awaited.

d) The SEBI vide its email dated 01.07.2020 and 02.07.2020 imposed a restriction under Sections 11, 11(4) and 11B read with Section 19 of the SEBI Act, 1992 by restraining from accessing security market as an Intermediary as well for a period of Two Years from the 50

date of the Order and issued Directions to immediately Square off the F & O Position of Clients in relation to show cause notice dated April 30, 2015 which was issued after a lapse of 7 years for the alleged trading during the investigation period of 01.06.2008 to 20.12.2008.

As informed by the Management, On receipt of email dtd 01.07.2020 and 02.07.2020, the Company had filed an Appeal at Securities Appellate Tribunal (SAT) against the order and filed Miscellaneous Application for Stay on Order as well as against the directions issued by Assistant Manager of SEBI vide his email dated 01.07.2020 and 02.07.2020. On filing of Appeal, the SAT has passed an Order as on 03.07.2020 which was as follows:

- i) *The Hon'ble SAT had find that the appellant i.e. Inventure Growth & Securities Limited has been debarred from accessing the securities market for a period of two years for the trades done in the year 2008, further Hon'ble SAT also found that prima-facie the impugned order only relates to the trading account of the proprietary trading of the appellant and does not relate to the appellant's trading of its client as a registered trading member. At this stage, restraining the appellants in the intermediary trading in the stock market would not be in the interest of the investors nor in the interest of the 2500 shareholders of the appellant company".*
- ii) *Hon'ble SAT has granted six week time to the respondent SEBI to file a reply. Three weeks thereafter to the appellant to file a rejoinder and listed this matter for final disposal on 21.09.2020.*
- iii) *In the meanwhile, Hon'ble SAT direct that directions issued by the Assistant Manager of SEBI vide his e-mail dated July 1, 2020 and July 2, 2020 will not be acted upon and further make it clear that the restraint order passed by the WTM restraining the appellant from accessing the securities market for two years shall be confined only to the proprietary trading account.*
- iv) *The hearing related to matter at Sr. no 3 as well as Sr. No. 4 were listed on various dates and at every such dates the matter was further adjourned to various dates as mentioned below; 21.09.2020, 09.11.2020, 07.12,2020, 22.12.2020, 22.01.2021, 01.03.2021, 16.04.2021, 21.05.2021 18.11.2021, 17.12.2021, 19.01.2022, 14.02.2022, 24.03.2022, 28.04.2022 16.06.2022, 22.07.2022, 12.08.2022, 02.09.2022, 18.10.2022, 17.11.2022, 02.01.2023, 03.01.2023, 06.01.2023, 12.01.2023, 13.02.2023, 23.03.2023, 10.04.2023, 11.04.2023, 12.04.2023, 25.04.2023, 15.05.2023, 16.05.2023 and there is no update from management in this regard.*
- e) *The SEBI vide its Show cause Notice No. EFD1/ MIRSD/ ENQ/ DRA2/ 04/ 20-21/ 3613/ 1/ 2021 dt. 27.01.2021 recd. On 15.02.2021 under Rule 27(1) of the SEBI (Intermediaries) Regulations, 2008 for conducting enquiry. As informed by the Management, The Company has filed its reply dated 31.05.21 with SEBI and final hearing completed on 10.05.2022 and final order is awaited for the same*
- f) *Show cause Notice dt. 04.02.2022 recd. on 11.02.2022 under Rule 4(1) of the SEBI (Procedure for holding inquiry and imposing penalty) Rules, 1995 in the matter of trading activities of certain entities in Index options contracts of NIFTY.*

As informed by the Management, the Company has requested to SEBI for inspection of documents. SEBI has completed its inspection on 03-01-2023, Company has filed its replied on 20-02-2023, hearing conducted on 23-02-2023 and final order is awaited.

- g) *The BSE has issued letter number L/DOBS/KM-275/IR/2023-2024/57 dated 18 April 2023 for inspection carried out in FY-2021-22 and observed following violations: There was mismatch while comparing Back office holding file with NSDL and CDSL holdings as on 31 March 2022, Unmoved creditors found between 2 quarter as on 31 March 2021 & 31 March 2022, misutilisation of clients funds found during the inspection period, as G Negative found by auditor for 30 dates, Net worth as on 31 March 2022 has not consider the advance to suppliers value, while deriving the net worth which resulted in short deduction (net) of Rs.18,79,505 /- which will reduce the net worth from Rs.87,48,17,697/- (as per submission) to Rs. 87,29,38,192, While comparing three half yearly Net worth, it is observed that Net worth increases by 64.08 % in March 31, 2022, as compared to September 30, 2022, and Net worth increases by 3.52 % in September 30, 2022 as compared to March 31, 2022.*

As informed by the Management, The Company has filed reply with supporting documents on 27/06/2023 and BSE Inspection team has passed the final penalty order dated 29/11/2023 vide reference number L/DOBS/JB-275/IR/2023-2024/2610, wherein exchange has levied penalty of Rs. 45,000/- in the matter of non-settlement of clients funds.

- h) The MCX has issued letter number MCX/INSP/SM/22-23/1667 dated -24 March 2023 for inspection carried out in FY-2021-22 and observed following violations: Non settlement of funds and securities of clients at least once in a calendar quarter or month, the gap between two running account settlements is more than 90/30 days as per the choice of client, Member has not returned funds of clients who have not traded for 30 days, Member has passed penalty for Upfront margin requirements in compliance to the rules and guidelines prescribed by the Exchange/ Clearing Corporation, Member has marked in-correct Mobile Number uploaded in Unique Client Code (UCC) database, Member has not identified all inactive client accounts and marked / flagged as Inactive in UCC database of all the respective Exchanges, Observations in past by SEBI/MCX inspection conducted are repeated. The gap between two running account settlements is more than 90/30 days as per the choice of client, Member has not taken corrective steps to rectify the deficiencies observed in the inspection carried out by the SEBI/Exchange. Further Member has not complied with the qualifications/violations made in last SEBI/Exchange inspection report.

As informed by the Management, the Company has filed reply with supporting documents on 13 April 2023 and final order from MCX inspection team is awaited.

- i) NSE has issued show cause notice vide letter no. NSE/INSP/CMFOCDS/REG/21-22/9017/2021-9220/2022-10869 Dated 7 June 2022 and observed following violations: The Noticee used the funds of credit balance clients to meet the settlement obligations of debit balance clients or own purposes. (mis use of clients funds), The notice used the funds of the credit balance clients to meet the margin obligations of debit balance clients. (Principal 3 of the Enhance Supervision), Mismatch of MC Balance for trading date 07/01/2022 between exchange and member records, The notice has reported incorrect data to the exchange on 28th January 2022, Value of Own Securities Deposited as Collateral with CC/CM data mismatch between exchange and member records on 28/01/2022, Mismatch of Unutilized collateral lying with the CM/CC data between exchange and member submission of 28/01/2022, Mismatch of MC Balance for trading date 28/01/2022 between exchange and member records, Incorrect data uploaded towards bank account balances.

As informed by the Management, the Company has filed reply with supporting documents on 17 June 2022, hearing was scheduled with MCGFC Committee on 31 October 2022 and reply is awaited.

I further report that during the period under review:-

- a) NSE Inspection issued observation letter to IGSL for books of accounts, other records and documents for the period from January 01, 2023 to March 31, 2023 vide letter number NSE/INSP/CMFOCDS/REG/23-24/LO/09017/2023-26524 dated -30th June 2023 and observed following violations -
- i) Incorrect C&CE reporting
 - ii) Non Settlement of client Funds.
 - iii) Member has engaged as a principal in a business other than that of securities involving personal financial liability.
 - iv) Incorrect reporting of margin/ MTM loss collection from clients to Exchange
 - v) Member has not wound up all the existing client unpaid securities accounts" on or before April 15, 2023.
 - vi) Incorrect data submitted by the Member towards Risk Based Supervision (RBS)
 - vii) Incorrect data submitted towards the weekly monitoring of client funds

As informed by the Management, The reply filled with supporting documents on 03/08/2023 and NSE Inspection team has passed the final penalty order dated 20/11/2023 vide reference number NSE/INSP-ENF/CMFOCDS/REG/23-24/ACT/09017/2023-26524, wherein exchange has levied penalty of Rs. 5.10 Lacs in the matter of IGSL has made investments in group company engaged in other than security business & incorrect data reported in RBS.

- b) NSE Inspection issued observation letter to IGSL for books of accounts, other records and documents for the period from January 01, 2022 to December 31, 2022 vide letter number NSE/INSP/CMFOCDS/REG/22-23/LO/09017/2023-24127 dated -10th April 2023 and observed following violations –
- i) Non settlement of client funds
 - ii) Incorrect reporting of margin/ MTM loss collection from clients to Exchange
 - iii) Treatment of Inactive account
 - iv) Non-mapping of all back-office/trading client codes (if any) with the unique client code (PAN), uploaded to the Exchange for clients.
 - v) Mismatch in email ids and mobile numbers uploaded to the Exchange
 - vi) Common email id and/or mobile number uploaded for more than one client
 - vii) Non-issuance of statement of accounts & retention statement at the time of settlement of client accounts.

As informed by the Management, The reply filled with supporting documents on 28/04/2023 and NSE Inspection team has passed the final penalty order dated 24/11/2023 vide reference number NSE/INSP-ENF/CMFOCDS/REG/22-23/ACT/09017/2023-24127, wherein exchange has levied penalty of Rs. 83,000/- in the matter of Mismatch of Email id/Mobile number, Common Email/Mobile number uploaded for more than one client and Non issuance of Retention statement to clients.

- c) BSE Inspection schedule for the Inspection Period April 2022 to March 2023 intimation email received on 14/07/2023 and The following are the prima facie observations based on sample checking –
- i) Client registration process (kyc and kra process)
 - ii) Ucc verification
 - iii) Periodic settlement of funds
 - iv) Margin verification
 - v) Unmoved creditors
 - vi) Clients funds & securities
 - vii) Net worth verification

As informed by the Management, The Inspection was closed and reply to final preliminary observation submitted by the Company on 19/04/2024 with supporting documents to BSE and final letter of action is awaited from exchange.

- d) MCX Inspection schedule for the Inspection Period April 2022 to March 2023 intimation email received on 27/06/2023 and observed following violations –
- i) CKYC Identifier has not been communicated to any of the registered clients
 - ii) Contract Notes not dispatched / delivered to clients within 24 hours.
 - iii) Member has not returned funds of clients who have not traded for 30 days
 - iv) Member has sent incorrect retention statements to the client
 - v) Trading member has not correctly reported to the Exchange the requirement on Settlement of Running Account of Client's Funds lying with Trading Member
 - vi) Member has passed on the penalty w.r.t. short collection of upfront margins (Initial Margin! Peak Margin) to client (where not permissible).
 - vii) Member has not correctly reported day-wise balance (as per the bank statement).
 - viii) Observations in past by MCX inspection conducted are repeated.
 - ix) Observations of past internal audit report are repeated.

- x) It is observed that observation in past by MCX inspection conducted are repeated
- xi) It is observed that member has not taken corrective steps to rectify the deficiencies observed in the internal audit report

As informed by the Management, The Inspection was closed and reply to final preliminary observation submitted by the Company on 27/12/2023 with supporting documents to MCX and final letter of action received on 28/03/2024 from exchange and reply to that is pending.

- e) MCX Inspection observation letter received for the inspection period April 2021 to March 2022 for trading date 24/03/2023 and observed following violations –
 - i) Non Settlement of funds and securities of clients at least once in a calendar quarter or month, as per the preference of the client or the gap between two running account settlements is more than 90/30 days as per the choice of client.
 - ii) Member has not returned funds of clients who have not traded for 30 days.
 - iii) Member has passed penalty upfront margin requirements in compliance to the rules and guidelines prescribed by the Exchange I Clearing Corporation.
 - iv) Observations in past by SEBI MCX inspection conducted are repeated: The gap between two running account settlements is more than 90/30 days as per the choice of client.
 - v) Member has not taken corrective steps to rectify the deficiencies observed in the inspection carried out by the SEBI I Exchange. Further Member has not complied with the qualifications I violations made in last SEBI I Exchange inspection report.

As informed by the Management, Member reply filled as on 13TH April 2023 and Final order received on 08/09/23, wherein exchange has levied penalty of Rs. 67500/- + advice + warning.

- f) SEBI Show Cause Notice received bearing ref. no. EAD5/MC/HP/4766/ /2022 dated 4 February 2022 in the matter of trading activities of certain entities in Index options contracts of NIFTY (“SCN”) for the Investigation period 1.01.2014 to 1.01.2015 related to Trading activities of certain entities in index options contracts of NIFTY.

As informed by the Management, The reply filled on 20/02/2023 to SEBI and hearing dated 05/09/2023 at 03:00 pm via web-link was attend by, its Authorised representative Mr. Kunal Kataria (Advocate) and filled reply on 11/09/23. Final order awaited from SEBI.

- g) NSE has conducting Offsite inspection (CMFOCDs) for the period of April 2023 to December 2023 and
 - i) It was observed that, Trading member has not correctly reported the data towards the weekly monitoring of client funds
 - ii) It was observed that, Trading member has sent retention statement, however there were material discrepancies observed
 - iii) It was observed that, Trading member has made pay-out of funds to clients in excess of their balances.
 - iv) It was observed that Trading member has delayed in sending an intimation including the details about the transfer of funds to clients by SMS at the time of running account settlement of funds.
 - v) It was observed that, Trading member has not returned funds to clients, who have credit balance and not done any transaction in the 30 calendar days since the last transaction, within 3 working days.
 - vi) It was observed that, Trading member has not correctly reported margin/ MTM loss collection from its clients to the Exchange
 - vii) It was observed that, Trading Member is not maintaining the payout request received from the clients for part payment of credit balance clients
 - viii) It was observed that, the trading member has not maintained appropriate relationship for the email and mobile mapped against client.
 - ix) It is deemed that Contract note are not delivered to clients within 24 hours as multiple clients are mapped to single email ID.

- x) It was observed that, Trading member has engaged as a principal in a business other than that of securities involving personal financial liability.
- xi) It was observed that, Trading member has not maintained proper client ledgers.
- xii) It was observed that, Trading member has not issued statement of accounts to clients.
- xiii) It was observed that, Trading member has incorrectly reported cash and Cash Equivalent
- xiv) It was observed that, Trading member has not correctly reported the data towards "Segregation and Monitoring of Collateral at Client Level" to their respective Clearing Member
- xv) It was observed that, adequate margin has not been collected by the Member in the form of cash, cash equivalent or Group I equity shares, with appropriate hair cut
- xvi) It was observed that Trading Member has not complied with the requirement of uploading the KYC information with the SEBI registered KRAs for all new clients within 10 days from the date of registration.
- xvii) It was observed that running account authorization taken by trading member from client(s) is signed by client only and does not contains a clause which explicitly allows a client to revoke the said authorization at any time.
- xviii) It was observed that Member has not complied with respect to SEBI circular on Execution of 'Demat Debit and Pledge Instruction' for transfer of securities towards deliveries /settlement obligation and pledging/repledging of securities.
- xix) It was observed that Member has not maintained client registration documents containing all the prescribed mandatory documents and all fields properly filled up.
- xx) It is observed that member has not submitted corporate governance related data

As informed by the Management, Inspection was closed and final Preliminary observation replied on 15/03/2024 with supporting documents to exchange and the Company will file it's reply to exchange soon.

- h) BSE has conducting onsite LPI inspection of our AP Mitra Solanki and sending LOA letter L/DOBS/JB-275/IR/2023-2024/3334 Dated 19/03/2024 and The following information/documents not displayed by the Authorization person –
 - i) Notice Board
 - ii) SEBI Registration Certificate and
 - iii) Information about the grievance redressal mechanism is not displayed at the terminal location.
 - iv) Client visit register is not maintained.
 - v) Compliant register is not maintained.

As informed by the Management, The reply with supporting documents filled on 05/04/2024 and final order awaited from BSE Exchange.

i) *Consumer court has issued a notice on behalf of client Arun Vora to attend the court on 10/05/2024 regarding dispute matter related to mode of dispatch of contract note. As informed by the Management, in absent of applicant and advocate, the next hearing is schedule on 24/06/2024.*

**For D. M. Zaveri & Co
Company Secretaries**

**Dharmesh Zaveri
(Proprietor)**

**FCS. No.: 5418
CP No.: 4363**

**Place: Mumbai
Date: 18 July 2024**

**ICSI UDIN: F005418F000760931
Peer Review Certificate No.: 1187/2021**

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members,
Inventure Growth and Securities Limited

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For D. M. Zaveri & Co
Company Secretaries

Dharmesh Zaveri
(Proprietor)
FCS. No.: 5418
CP No.: 4363

Place: Mumbai
Date: 18 July 2024

Annexure C-2

Secretarial Audit Report

Form No. MR-3

For the Financial year ended 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
Inventure Finance Private Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Inventure Finance Private Limited (hereinafter called 'the Company'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Inventure Finance Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter read with our letter of even date annexed as Annexure A which form an integral part of this report.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (vii) The Companies Act, 2013(the Act) and the rules made thereunder;
- (viii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (To the extent applicable)
- (ix) The Depositories Act, 1996 and the Regulations and the Bye-laws framed thereunder;
- (x) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (To the extent applicable)
- (xi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('The SEBI'):- (Not relevant / applicable, since Company is not listed with any of the Stock Exchanges)
 - (j) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (k) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (l) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (m) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (n) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (o) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (p) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (q) The Securities and Exchange Board of India (Buyback of Securities) Regulations,⁵⁸

2018

- (r) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (xii) Other law applicable specifically to the Company as per the representation given by the management of the Company is Circulars, Directions and Notification issued under Reserve Bank of India Act in relation to Non-Banking Financial (Non - Deposit Accepting or Holding) Companies which include any statutory revisions, modifications etc.

I have also examined compliance with the applicable clauses to the following:

- (iii) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (iv) The Listing Agreements: - Since Company is not listed with any Stock Exchange and hence it need not to follow compliances of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive, Non – Executive Directors and Independent Director. No changes in the composition of the Board of Directors took place during the period under review;

Adequate notice is given to all the directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Dipti Zaveri & Co
Company Secretaries

Dipti Zaveri
(Proprietor)

FCS. No.: 10170
CP No.: 12575
UDIN : F010170F000771623

Place: Mumbai
Date: 18th July, 2024

Annexure A

**To,
The Members,
Inventure Finance Private Limited**

My report of even date is to be read along with this letter.

7. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
8. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
9. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
10. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc including but not restricted to RBI compliances the Company being an NBFC Company;.
11. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
12. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Dipti Zaveri & Co
Company Secretaries**

**Dipti Zaveri
(Proprietor)**

FCS. No.: 10170

CP No.: 12575

**Place: Mumbai
Date: 18th July, 2024**

ANNEXURE D

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (“CSR”) ACTIVITIES

1. Brief outline on CSR Policy of the Company.

Pursuant to provision of Section 135(1) of Companies Act, 2013 read along with Companies (Corporate Social Responsibility) Rules, 2014. The Board of Directors has constituted a CSR committee. The Board has also framed a CSR Policy in Compliance with the Section 135 of the Companies Act, 2013. The said Policy is also placed on the website of the Company and is also available on the following web-link <https://www.inventuregrowth.com/investorrelation?categoryId=2>

The CSR Committee in accordance with the Schedule VII of the Companies Act, 2013, has decided to spend the CSR amount on the Promotion of Education & Learning. The Company is recognizing the responsibility towards society and other stakeholders in various aspects of its operations.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Surji D. Chheda,	Independent Director	1	1
2.	Kanji B. Rita, Member	Whole time Director	1	1
3.	Kamlesh S. Limbachiya, Member	Whole time Director	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company <https://www.inventuregrowth.com/investorrelation?categoryId=2>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable.

5. (a) Average net profit of the Company as per section 135(5) Rs. 90,091,444/-
 (b) Two percent of average net profit of the Company as per section 135(5) Rs. 18,01,829/-
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- Rs. 0/-
 (d) Amount required to be set off for the financial year, if any – Rs. 5,671/-
 (e) Total CSR obligation for the financial year (5a+5b-5c) Rs. 17,96,158/-

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):
 - Details of CSR amount spent against ongoing projects for the financial year: Nil
 - Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sr. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Amount spent for the project (in Rs.).	(7) Mode of implementation - Direct (Yes/No).	(8) Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Setting up Old age homes	(iii)	No	Karnataka	Bailur	7,89,500	No	Hosabelaku Seva Trust (R.)	CSR00034129
2.	Promoting Education	(ii)	Yes	Maharashtra	Mumbai	2,61,000	No	Shree Vagad Graduates' Association	CSR00007077
3.	Promoting Education	(ii)	Yes	Maharashtra	Palghar	5,00,000	No	Shree Jethalal Nonghabhai Gada Vagad Education, Welfare & Research Centre	CSR00042348
4.	Animal Welfare	(iv)	No	Gujarat	Kachchh	2,07,000	No	Shri Kutch Vagad Lakadia Panjrapol	CSR00026018
5.	Promoting Education	(ii)	No	Karnataka	Dakshina Kannada	50,000	No	Ramakrishna Tapovan	CSR00011363
Total						18,07,500			

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year (6a+6b+6c) – 18,07,500/-

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (In Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
18,07,500/-	0	-	-	0	-

(g) Excess amount for set off, if any

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per section 135(5)	18,01,829/-
(ii)	(a) Total amount spent for the Financial Year	18,07,500/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	5,671/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5,671/-

7. Details of Unspent CSR amount for the preceding three financial years:

S. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	2022-2023	-	-	Clean Ganga Fund	15,49,000/-	10.07.2023 03.07.2023 13.07.2023 16.06.2023	-
2.	2021-2022	-	-	-	-	-	-
3.	2020-2021	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year - Yes No

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): Nil

For Inventure Growth and Securities Limited

Sd/-

Kanji B Rita
(Chairman & Managing Director)

Place: Mumbai
Date: 18.07.2024

Sd/-

Kamlesh S. Limbachiya
(Whole-Time Director)

ANNEXURE E

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as under:

Sr. No.	Disclosure Requirement	Disclosure Details		
		Director/Employee	Title	Ratio
1	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Kanji B. Rita	Managing Director	13.33
		Kamlesh S. Limbachiya	Whole Time Director	6.67
		Lasha M. Rita	Whole Time Director	4.17
		Arvind Gala	Chief Financial Officer	4.02
		Shikha A. Mishra	Company Secretary	2.16

Sr. No.	Requirements	Disclosure		
		Directors/KMPDs	Title	%inc
1	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Mr. Kanji Rita	Managing Director	Nil
		Mr. Kamlesh S. Limbachiya	Whole Time Director	Nil
		Mrs. Lasha Rita	Whole Time Director	Nil
		Mr. Arvind J. Gala	Chief Financial Officer	10%
		Ms. Shikha A. Mishra	Company Secretary	Nil
2	The percentage increase in median remuneration of	Nil		
3	The Number of permanent employees on the rolls of the Company	106 employees as on 31 st March, 2024		
4	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exception circumstance for increase in the managerial remuneration	There was/was no exceptional circumstance increase for managerial personnel in the last financial year. The Percentile increase process and policy was same for all the employees.		
5	affirmation that the remuneration is as per the remuneration policy of the company	Yes		
6	If employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than [one crore and two lakh rupees	No such employee		

7.	If employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than [eight lakh and fifty thousand rupees per month	No such employee
8.	If employed throughout the financial year or part thereof, was in receipt of remuneration which is in excess of remuneration drawn by Managing director or whole time director or manager or holds by himself or along with his spouse and dependent Children not less than two percent of equity shares of the Company.	No such employee
9.	Employee working or posted outside India.	No such employee
10.	Details of Top ten employees who have drawn remuneration not less than the limits specified in the Rules are available with the Company and in terms of provisions of Section 136(1) of the Act, as per provision of section 197 (12) of the Act and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	This report is being sent to the members without this detail and any member desirous of obtaining information may write to the Company and the same shall be provided through electronic mode till the date of the ensuing Annual General Meeting.

For Inventure Growth & Securities Limited

SD/-

Kanji B. Rita

(Chairman & Managing Director)

SD/-

Kamlesh S. Limbachiya

(Whole-Time Director)

Place: Mumbai

Date: 18.07.2024

MANAGEMENT DISCUSSION AND ANALYSIS

(a) Industry structure and developments.

With improved capital market activity, the aggregate net operating income (NOI) of the brokerage industry is expected to grow by 18-22% in FY2024, following the 13% increase in FY2023 and the record growth of 37% in FY2022. India's monthly F&O turnover reached a record Rs 8,740 lakh crore (or \$1.1 trillion) in March 2024. This phenomenal surge represents a significant jump from just Rs 217 lakh crore (approximately \$ 27 billion) in March 2019. The average daily turnover in the F&O segment now dwarfs the equity cash segment, highlighting the growing popularity of derivatives trading among retail investors.

While ICRA's outlook for the securities brokerage industry remains Stable, the possibility of the industry performance trajectory being impacted by any adverse global/domestic development cannot be ruled out. With new highs in the margin trading facility (MTF) exposures and increased working capital requirements amid the evolving regulatory landscape, the industry has witnessed a sustained and notable increase in the leverage. This has been more noticeable in the case of bank brokers, which enjoy a lion's share in the MTF segment. Going forward, the MTF book growth rate would remain a function of the secondary market.

The baseline forecast for the world economy to continue growing at 3.2% during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3% in 2023 to 4.2% in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually.

(b) Opportunities and Threats

The company operates in a fiercely competitive industry. In 2024, technological innovations are transforming the broking sector, empowering brokers to make smarter decisions, execute trades with greater efficiency, and manage risks more effectively. These advancements have streamlined complex tasks, making them more manageable and accessible. Key features now include AI-driven E-KYC, automated market orders (AMO), intuitive mobile applications, and sophisticated analytical and charting tools. The surge in investors from tier 2 and tier 3 cities is poised to significantly boost the company's revenue.

Cross-selling remains a valuable strategy, allowing the company to enhance its value proposition by offering a diverse range of services to clients. However, integrating cutting edge technology demands substantial capital investment. Full-service brokers face challenges in swiftly adapting to digital transformations, unlike their discount broker counterparts. Furthermore, regulatory changes and government policies, particularly those from SEBI, continue to influence trading volumes, thereby impacting the revenue and profit margins of brokers.

Economic uncertainties, geopolitical tensions, and fluctuating interest rates can lead to unpredictable market movements, affecting investment returns. New regulations and compliance requirements, such as those from SEBI and other global regulatory bodies, can impact trading practices and increase operational costs. While technology offers many benefits, it also poses risks. Cybersecurity threats, including data breaches and hacking, can compromise sensitive information and disrupt operations. Recessions or slow economic growth can reduce investor confidence and decrease the overall investment activity. High inflation and rising interest rates can erode investment returns and increase borrowing costs, making it more challenging for companies to finance growth. Investors are increasingly considering ESG factors, and companies failing to meet these criteria may face reputational damage and reduced investment. The rise of discount brokers and fintech companies offering low-cost investment solutions puts pressure on traditional brokers to innovate and reduce fees. Events such as pandemics, natural disasters, and political instability can have widespread impacts on global markets and investment portfolios.

(c) Segment-wise or product-wise performance

Company is engaged in the business of providing stock broking service. Its consolidated quarterly segment performance is mentioned below.

Sales	Q4 FY22	Q3 FY23	Q4 FY23	QoQ % change	YoY % change
Equity/Commodity Broking & Other Related	9	7	7	0%	-22%
Financing & Other Related Activity	2	2	5	150%	150%
Others	2	4	3	-25%	50%

Figures :- Rs. In Crores

More than 60% of the company revenue comes from Equity/Commodity broking business. 28% of the revenue is obtained from Financing activity and remaining from others.

(d) Outlook

Global growth is forecast to slow from the 3.1% 2023 pace to 2.9% in 2024 and rebound to 3% next year. Inflation is expected to continue to cool, although in many countries the price pressure will take longer to unwind than it took to emerge.

Geopolitical uncertainty is elevated, with nearly half of the world’s population already voting or heading to the polls this year. Hot wars and trade tensions are flaring, which could fuel more isolationist policies. The resulting risk is more frequent bouts of inflation and activist monetary policies.

A slower expected glide path on rate cuts by the U.S. Federal Reserve, which plays an outsized role in global financial markets, will have a larger impact on rate decisions by developing economies. These markets are more sensitive to the exchange rate movements than we have seen in the past. Weakening currencies relative to the U.S. dollar are inflationary for those economies. To further complicate matters, foreign exchange markets have been reacting to unexpected election outcomes.

India’s GDP took a big leap on Leap Day in 2024: The country’s remarkable growth rate of 8.4% in the third quarter of the fiscal year 2024 surpassed all expectations, as market analysts had penciled in a slower growth this quarter, between 6.6% and 7.2%. Deloitte’s projected growth for the quarter was between 7.1% and 7.4% (as published in January 2024). With substantial revisions to the data from the past three quarters of the fiscal year, India’s GDP growth already touched 8.2% year over year (YoY) in these quarters.

(e) Risks and concerns.

The Company recognizes that risk is inherent to any business activity and that managing risk effectively is critical to the immediate and future success of the Company. The Company is registered and regulated by SEBI for stock broking, depository participant, investment advisory, and mutual funds. The Company has highly digitalized processes which minimizes the scope for omission and commission of errors and frauds. However, the Company faces variety of risk because of business environment it operates in, which may affect its operations or financial results and many of that risk are driven by factors that the company cannot predict or control. The major sources of our revenues are derived from equity brokerage business. Hence, like other players in the market, our business is highly sensitive to economic and political conditions prevalent in the country and across the globe. Any sustained downturn in general economic conditions or Indian equity markets and severe market fluctuations would likely result in reduced client trading volumes and net revenues, and hence, will have a material adverse effect on our profitability. The Company is also exposed to the risk arising from misconduct, fraud or trading errors by its employees such as indulgence in unauthorized transactions by employees/registered authorized persons, misreporting of and noncompliance with various statutory and legal requirements, improper use of confidential information and operational errors. We also provide exposure limits to clients, based on the collaterals of securities that we receive from them, in connection without brokerage business. Sharp change in market values of securities and the failure by parties to honor their commitments on a timely basis could have a material adverse effect on the portability of our operations. The overall assessment of risks and threats at Company level is carried out and presented to the Board of Directors. Hence adequate risk management system has been put in place by the management to ensure the success and financial soundness of the company and to deal with various trades related risks.

(f) Internal control systems and their adequacy.

The Company has an internal audit system which is effective and commensurate with the nature of business, regulatory prescriptions and the size of its operations. The scope of internal audit covers all aspects of the business, including regular front-end and back-end operations and internal compliances. The Company also retains specialized audit firms to carry out specific concurrent audit of some critical functions, such as halfyearly internal audit mandated by SEBI/Exchanges, Processes, Know Your Customer (KYC) verifications, demat transfers, payouts verifications, systems audit, branches and authorized person Ds audit and, end use verification audits, among others. In addition, the Company complies with several specific audits mandated by regulatory authorities such as SEBI I Exchanges I Depositories and the reports are periodically submitted to the regulators. The Board/Audit Committee reviews the overall risk management framework and the adequacy of internal controls instituted by the management team. The Audit Committee reviews major instances of fraud periodically and actions are taken on the same. The Board has also put in place state-of-the-art technology and has automated most of the key areas of operations and processes, to minimize human intervention. The statutory auditors, after reviewing the systems and processes, have confirmed the adequacy and effectiveness of the internal financial controls of the Company.

(g) Discussion on financial performance with respect to operational performance.

(Rs. In lakhs)

Particulars	Quarterly			Yearly	
	Q4 FY 2024	Q3 FY 2024	Q4 FY 2023	FY 2023-24	FY 2022-23
Total Income <i>% increase/ Decrease</i>	1507	1393 8.18%	698	4817	2953 63.12%
Total Expenses <i>% increase/ Decrease</i>	1131	918 23.20%	622	3466	2350 47.49%
Net Profit <i>% increase/ Decrease</i>	376	475 -20.84%	76	1351	603 124.05%
<i>Net profit Margin</i>	24.95%	34.10%	10.89%	28.05%	20.42%

(h) Material developments in Human Resources/Industrial Relations front including number of people employed.

As of March 2024, the employee strength stood at 106.

(i) Key Ratios.

Key Ratio	2023-2024	-2022-2023
Interest Coverage Ratio	11.96	22.69
Current Ratio	1.46	0.98
Debt Equity Ratio	0.08	0.05
Networth	17442.08	16843.17

Note: The change in key Ratios are negligible as compare to previous year.

(j) Disclosure of Accounting treatment:

Your Company in preparation of Financial Statement has followed all the Ind Accounting Standard applicable.

Cautionary Statement

This report contains forward-looking statements extracted from reports of Government Authorities/Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statements

For Inventure Growth & Securities Limited

Sd/-

Mr. Kanji B. Rita

(Chairman & Managing Director)

Sd/-

Mr. Kamlesh S. Limbachiya

(Whole - Time Director)

CORPORATE GOVERNANCE REPORT

[Pursuant to Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Inventure Growth & Securities Limited has set itself the objective of achieving excellence in its business. As a part of its growth strategy, the Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance. The Company's Philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company believes in pursuing holistic growth and realizes its responsibility towards its stakeholders and environment. The Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. The Company is committed to meet the expectations of stakeholders as a responsible corporate citizen. The Inventure Growth & Securities Limited's code of conduct contains the fundamentals principles and rules concerning ethical business conduct. The Inventure Growth & Securities Limited's code of conduct contains the fundamentals principles and rules concerning ethical business conduct.

BOARD OF DIRECTORS ("BOARD")

Composition of Board:

Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time). As on March 31, 2024, the Board consists of Six (6) Directors comprising of One (1) Chairman & Managing Director, One (1) is Whole Time Director, One (1) Executive Director three (3) are Independent Directors.

The Company has an Executive Chairman & he is the Promoter of the Company and thus, 50% (Fifty Percent) of the total number of directors are Independent. The Management of the Company is headed by Mr. Kanji Bachubhai Rita, Chairman & Managing Director of the Company, who operates under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long-term objectives of enhancing stakeholders' values are met. There was no material, financial and/or commercial transactions entered into between the Senior Management and the Company which could have potential conflict of interest with the Company at large.

Details of Directors as on 31st March, 2024

Name	Category	Attendance at Meeting					No of Shares held	Disclosure of Relationship	
									inter se
		Board Meeting			AGM				
		23-05-2023	09-08-2023	01-11-2023	05-02-2024	25-09-2023			
Mr. Kanji Bhachubhai Rita (DIN: 00727470)	Promoter & Executive Director	✓	✓	✓	✓	✓	22,16,43,270	Father-in-law of Mrs. Lasha Rita	
Mr. Kamleshkumar Shankarlal Limbachiya (DIN: 02774663)	Whole-time director	✓	✓	✓	✓	✓	NA	NA	
Mrs. Lasha Meet Rita (DIN: 08104505)	Whole Time director	✓	✓	✓	✓	✓	NA	Daughter-in-law of Mr. Kanji Rita	
Mr. Surji Damji Chheda (DIN: 02456666)	Independent Director	✓	✓	✓	✓	✓	NA	NA	
Mr. Rekhchand Ramdayal Thanvi (DIN: 09752722)	Independent Director	✓	✓	✓	✓	✓	NA	NA	
Mr. Pathik Bharat Shah (DIN: 03593855)	Independent Director	✓	✓	✓	✓	✓	NA	NA	

Name of Director	Name of other listed entity in which director is a director	Category of Director in other listed entity	No of other BOD where Director is a Chairperson or member	No of other Committees# where Director is a Chairperson or member
Mr. Kanji Bhachubhai Rita (DIN: 00727470)	NA	NA	NA	NA
Mr. Kamleshkumar Shankarlal Limbachiya (DIN: 02774663)	NA	NA	NA	NA
Mrs. Lasha Meet Rita (DIN: 08104505)	NA	NA	NA	NA
Mr. Surji Damji Chheda (DIN: 02456666)	M/s. Sejal Glass Ltd.	Non-Executive - Non Independent Director- Chairperson related to Promoter	1	1
Mr. Rekhchand Ramdayal Thanvi (DIN: 09752722)	NA	NA	NA	NA
Mr. Pathik Bharat Shah (DIN: 03593855)	NA	NA	NA	NA

#Only Audit Committee & Stakeholder's Relationship Committee is considered for the Committee Positions.

Confirmation of the Board for Independent Directors:

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that the Independent Director meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and that they are independent of the management.

The Independent Directors have also registered their names in the Data Bank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended. Further, none of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence.

Familiarisation Programmers:

The details of Familiarization Programme for all the Independent Directors are available on the website of the Company at <https://www.inventuregrowth.com/investorrelation?categoryid=2> familiarisation programmes imparted to Independent Directors.

List of core skills/expertise

Following is the list of core skills/expertise/competencies as identified by the Board of Directors of the Company/ as required in the context of Company's business and sector for it to function effectively and those actually available with the Board:

Sr No.	Name of The Director	Business & Industry	Leadership & human Resource	Finance	Risk	Legal Compliance & Governance	Marketing & Sales	Digital & Information Technology	Experience
1.	Mr. Kanji B. Rita	✓	✓	✓	✓	✓	✓	✓	✓
2.	Mr. Kamlesh S. Limbachiya	✓	✓	✓	✓	✓	✓	✓	✓
3.	Mrs. Lasha Meet Rita	✓	✓	✓	✓	✓	✓	✓	✓
4.	Mr. Surji Damji Chheda	✓	✓	✓	✓	✓	✓	✓	✓
5.	Mr. Rekhchand Thanvi	✓	✓	✓	✓	✓	✓	✓	✓
6.	Mr. Pathik Shah	✓	✓	✓	✓	✓	✓	✓	✓

Detailed reason for resignation of an Independent Director who resigns before the expire of his term - NA

COMMITTEES OF THE BOARD:

With a view to have a more focused attention on the business and for better governance and accountability, the Board has constituted including but not limited to various below mentioned Committees under the Act and Listing Regulations for compliance and / or administrative purpose. All decisions pertaining to the constitution of the Committees, appointment of members and fixing of terms of reference for the Committee is taken by the Board of Directors. The Committees make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval: -

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee
- D. Corporate Social Responsibility Committee
- E. Vigil Mechanism /Whistle Blower Policy.

A. AUDIT COMMITTEE

The Audit Committee comprises of 4 members, During the year under review there was no change in the committee. As on 31st March, 2024 the Composition of Audit Committee was Mr. Surji Damji Chheda holds chairmanship, who has sound financial knowledge. The other members in the audit committee are Mr. Rekhchand Thanvi, Mr. Kanji B. Rita and Mr. Pathik Shah and Company Secretary of the Company is also the Secretary to the audit committee.

The audit committee has adequate powers and plays such role as required and prescribed under the provisions of Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the committee met 4 times during the financial year.

The Composition, Meetings & Attendance during the FY 2023-24 are as follows:

Name of Directors		Category Attendance			
		23.05.2023	09.08.2023	01.11.2023	05.02.2024
Mr. Surji Damji Chheda	Chairman	NA	NA	yes	Yes
Mr. Rekhchand Thanvi	Member	NA	NA	yes	Yes
Mr. Pathik shah	Member	NA	NA	NA	NA
Mr. Kanji B. Rita	Member	Yes	Yes	Yes	Yes

The terms of reference of the audit committee:

- (a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (b) Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- (c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.

- (e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - (f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - (g) Review and monitor the auditor's independence and performance, and effectiveness of the audit process.
 - (h) Approval or any subsequent modification of transactions of the Company with related parties.
 - (i) Scrutiny of inter-corporate loans and investments.
 - (j) Valuation of undertakings or assets of the company, wherever it is necessary.
 - (k) Evaluation of internal financial controls and risk management systems;
 - (l) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 - (m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - (n) Discussion with internal auditors of any significant findings and follow up there on.
 - (o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - (p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - (q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - (r) To review the functioning of the Whistle Blower mechanism.
 - (s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
 - (t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- (ii) The representatives of statutory auditors and internal auditors have attended all the Audit Committee meetings held during the year. The Chief Executive Officer, Chief Financial Officer, and Principal Officer are permanent invitees to the Meeting. The Company Secretary acts as the secretary to the audit Committee.
- (iii) The Chairman of the Audit Committee was present at the last Annual General Meeting held on 25th September 2023.
- (iv) The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

In addition to the members of the Audit Committee, these meetings are attended by the heads of accounts & finance, Internal Auditors, Statutory Auditors and other executives of the Company who are considered necessary for providing inputs to the Committee as invitees.

Ms. Shikha Mishra, Company Secretary acts as Secretary of the Committee

B. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee was consisting of 3 members, During the year under review there was no change in the Committee. As on 31st March, 2024 the Composition of Committee was Mr. Surji Chheda a Chairman, Mr. Pathik Shah and Mr. Kamlesh Limbachiya are members all the members are eminent in resolving the complaints, if any received from investors.

(i) In order to ensure quick redressal of the complaints of the stakeholders, the Company has, in due compliance with Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013.

(ii) Meeting, Attendance and Composition:

The composition of Stakeholder Relationship Committee is in the Compliance with the provisions of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Meeting of the Stakeholder Relationship Committee was held on Monday, February 05, 2024.

The Company has specifically designated an email id i.e. for the purpose of registering complaints of investors electronically: investorgrievance@inventuregrowth.com to Compliance Officer - Shikha Mishra Company Secretary & Compliance officer.

Further, the committee has delegated its power to approve transfer & transmission of shares & issue of duplicate share certificates to the Registrar & share transfer agent of the Company.

During the financial year 2023-2024, the Company has received following complaints:

Sr. No.	Particulars	Complaints
1.	Number of Complaints Received	0
2.	Number of Complaints Not solved to the satisfaction of Shareholders	0
3.	Number of pending Complaints	0

C. Nomination & Remuneration Committee.

The Company has Nomination & Remuneration Committee which comprises of 3 directors, During the year under review there was no change in the composition of the Committee. As on 31st March, 2024 the Composition of Committee was Mr. Surji Chheda Chairman Mr. Rekhchand Thanvi and Mr. Pathik Shah are members. The Nomination and Remuneration Committee met on 23rd May, 2023 and 09th August, 2023

The composition of the Committee is in the Compliance with the provisions of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The terms of reference of the Committee inter-alia includes the followings:

- (a) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (b) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior employees.
- (c) Formulate the policy to ensure that:
The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- (d) Evaluate case by case before finalizing issue of Equity Shares to employees under ESOP, formulate and evaluate policies and procedures of ESOP, administer and supervise the ESOP scheme and other related activities.
- (e) To perform such other functions as may be necessary and appropriate for the performance of its duties.

Performance evaluation criteria for Independent Director:

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

The Directors were given various forms for evaluation of the following:

- Evaluation of Chairperson
- Evaluation of Board
- Evaluation of Independent Director
- Evaluation of Committees of the Board.

Meeting, Attendance and Composition

Nomination and Remuneration Committee meetings held during the year

Name of Directors	Category	23.05.2023	09.08.2023
Mr. Surji Chheda	Chairman	Yes	Yes
Mr. Rekhchand Thanvi	Member	Yes	Yes
Mr. Pathik Shah	Member	Yes	Yes

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Pursuant to provisions of Section 135 of the Companies Act, 2013 the Board had constituted a Corporate Social Responsibility Committee.

The Corporate Social Responsibility Committee comprising of three (3) members, including two Executive Director and one Non-Executive Independent Director as under:

Corporate Social Responsibility Committee meeting was held on 25.05.2023.

Name of Directors	Category	23.05.2023
Mr. Surji Damji Chheda	Chairman	Yes
Mr. Kanji B. Rita	Member	Yes
Mr. Kamlesh S. Limbachiya	Member	Yes

(ii) The terms of reference of the Committee inter-alia includes the followings:

- a) Formulate and recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules framed thereunder.
- b) Recommend the amount of expenditure to be incurred on the activities referred in Clause (a)
- c) Monitor the Corporate Social Responsibility Policy of the Company from the time to time.
- d) Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmers/activities proposed to be undertaken by the Company.

The details as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is available on our website www.inventuregrowth.com.

E. Risk Management Committee.

The Provisions of Regulation 21 of SEBI (LODR), 2015 is applicable on top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediate preceding financial year. So it is not applicable on your Company.

SENIOR MANAGEMENT:

Your Company is divided into different departments for ease of doing business as on 31st March, 2024 the Senior Management of the Company stands as follows:

Sr.No.	Name of Senior Management	Designation	Changes if any since the close of
1.	Mr. Arvind Gala	Chief Financial Officer	
2.	Ms. Shikha Mishra	Company Secretary & officer	
3.	Meet Kanji Rita	Chief operating Officer	
4.	Mr. Vishal Parekh	Compliance Head	
5.	Mr. Anand Shah	IT Head	
6.	Mr. Sanjeev Naik	Admin Head	
7.	Mr. Amol Malandkar	Banking Head	
8.	Mr. Atish Kadam	KYC Head	
9.	Mr. Manoj Sarvaiya	Depository Participant Head	Terminated w.e.f. 13 th October,
10.	Mrs. Kanchan Rathod	Depository Participant Head	Appointed w.e.f. 29 th May, 2024
11.	Mr. Vikesh Jain	Sales Head	
12.	Mrs. Shivali Dhakan	HR Head	
13.	Mrs. Jenifer Barwaliya	Research Head	
14.	Mr. Ravinder Kashiwal	Institutional Head	

REMUNERATION OF DIRECTORS:

A. All Pecuniary relationship or transaction of the Non-executive directors vis-à-vis the Company:

None of Non-executive director and Independent Director have any pecuniary relation or transaction with the Company, its promoter, Directors, Management, Subsidiary.

B. Criteria of making payments to non- executive directors:

Non-executive and Independent Directors are paid sitting fees of Rs. 25000/- for each meeting of the Board or committee thereof. The Company also reimburses expenses incurred by the directors for attending the meetings.

C. Disclosure with respect to remuneration in addition to disclosures required under Companies Act, 2013:

- i. The remuneration package of individual directors include salary, bonus, and benefits such as mediclaim, insurance.
- ii. The Fixed component of remuneration includes basic salary, house rent allowance, conveyance allowance and medical allowance. There is no performance linked incentives in our Company.
- iii. None of the executive director of the Company have received pension and severance fees from the Company. Company has not entered into the service contract and there is no provision of notice period in the Company for Directors.
- iv. Company has not issued any stock option as on date of this report.

GENERAL BODY MEETINGS

a) The last three Annual General Meetings were held as under:

Year	Venue	Day/Date	Time	Special Resolution
2022 - 2023	Meeting conducted through video conferencing	Monday 25.09.2023	11:30 AM	1
2021-2022	Meeting conducted through video conferencing	Friday 30.09.2022	11:30 AM	Nil
2020-2021	Meeting conducted through video conferencing	Thursday 30.09.2021	11:00AM	1

b) Postal Ballot:

No Special Resolution was passed through Postal Ballot during the year under review.

MEANS OF COMMUNICATION

Quarterly Results:

The quarterly, half-yearly and annual results are posted by the Company on its website. These are also submitted to BSE

Limited and National Stock Exchange of India Limited, in accordance with Regulation 33 of the SEBI Listing Regulations:

Quarterly results normally published/proposed to be published in Newspapers	In Marathi – Navshakti newspapers or Mumbai Lakshadeep In English – Free Press or Financial Express
Details of Company Website where results are displayed	www.inventuregrowth.com
Whether it displays official news release; and the presentations made to institutional investors or to the analysts	No

Material developments related to the Company that are potentially price-sensitive in nature or that could impact continuity of publicly available information regarding the Company are disclosed to stock exchanges as per the Company's Policy for Determination of Materiality of events or Information.

GENERAL SHAREHOLDER INFORMATION

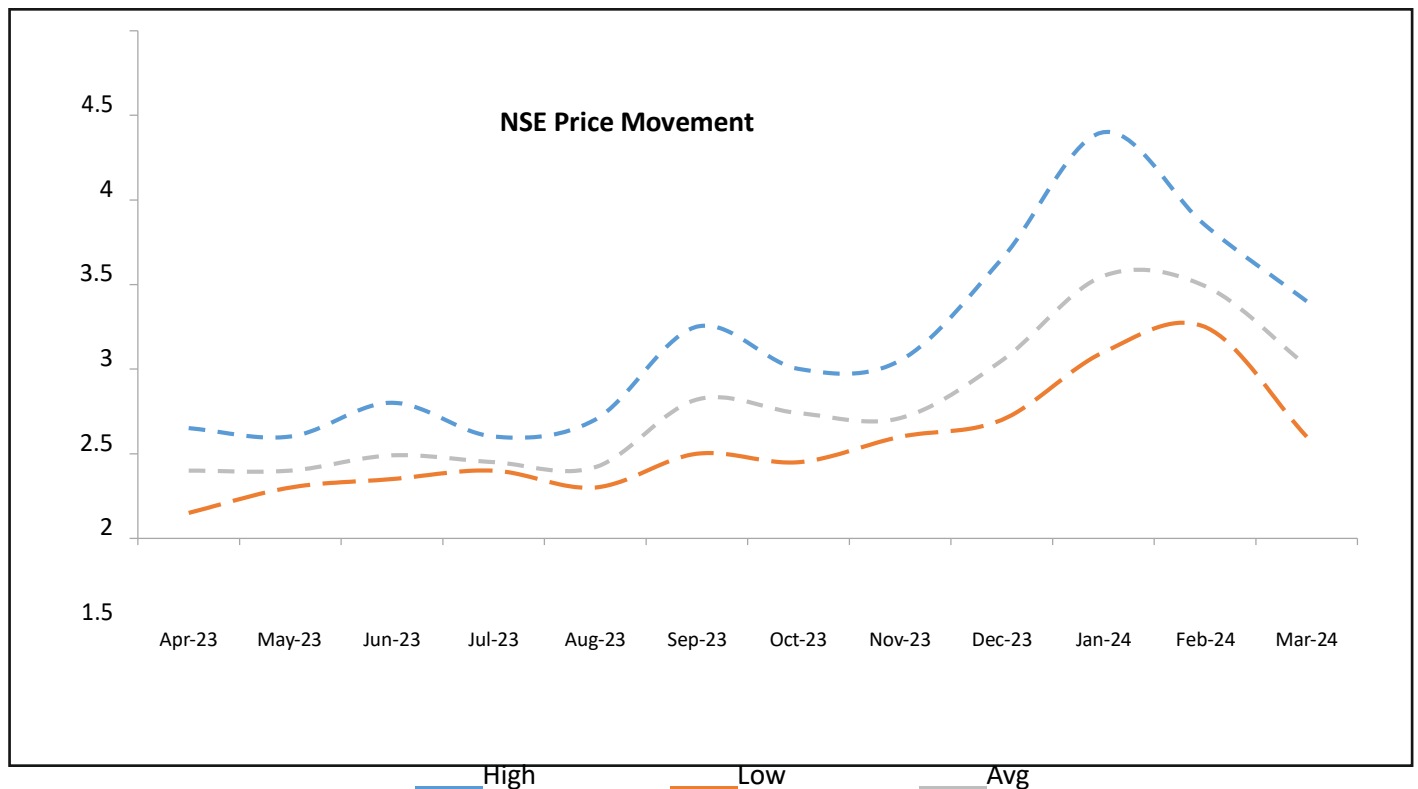
Annual General Meeting			
Date	:	Monday, 30 th September, 2024	
Time	:	11:30 am	
Venue	:	Electronic means /Video Conferencing	
Financial Year	:	2023 -2024	
Dividend Payment Date	:	Not Applicable	
Listing of Shares	:	BSE India Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	National Stock Exchange of India Limited Exchange Plaza, C -1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.
Stock Code	:	533506	INVENTURE
Payment of Listing Fees	:	Yes, 19 th April, 2024	Yes, 10 th April, 2024

Market Price Data:

National Stock

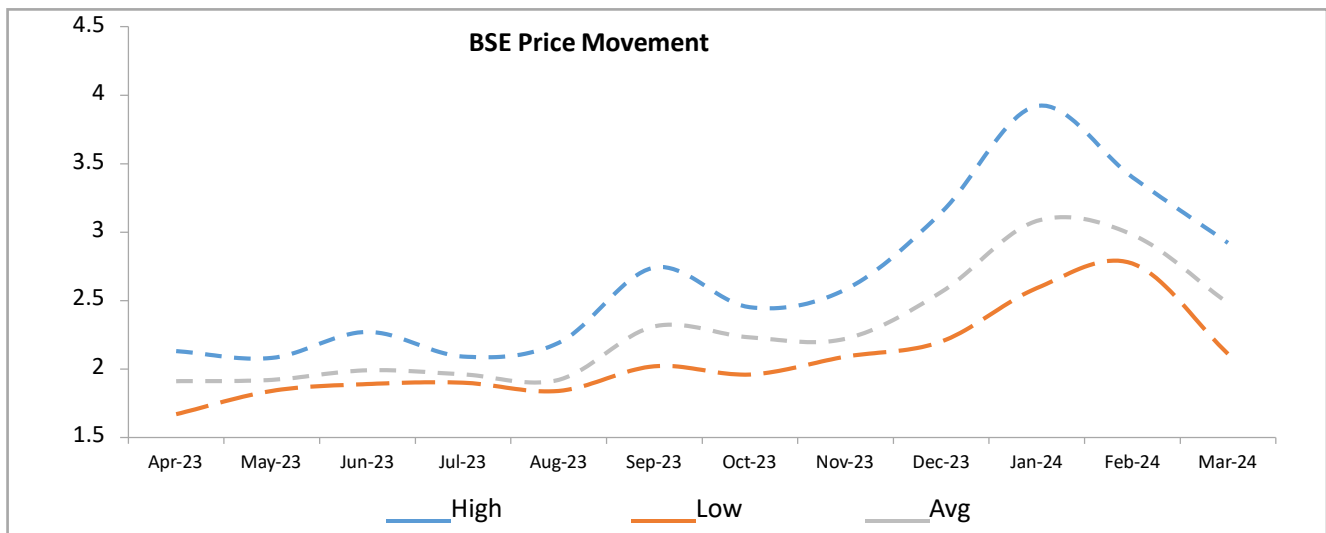
Exchange

Month	High	Low	Avg
Apr-23	2.15	1.65	1.9
May-23	2.1	1.8	1.9
Jun-23	2.3	1.85	1.99
Jul-23	2.1	1.9	1.95
Aug-23	2.2	1.8	1.92
Sep-23	2.75	2	2.32
Oct-23	2.5	1.95	2.24
Nov-23	2.55	2.1	2.21
Dec-23	3.15	2.2	2.55
Jan-24	3.9	2.6	3.05
Feb-24	3.35	2.75	2.99
Mar-24	2.9	2.1	2.52



Bombay Stock Exchange

Month	High	Low	Avg
Apr-23	2.13	1.67	1.91
May-23	2.08	1.84	1.92
Jun-23	2.27	1.89	1.99
Jul-23	2.09	1.9	1.96
Aug-23	2.19	1.84	1.92
Sep-23	2.74	2.02	2.31
Oct-23	2.45	1.96	2.23
Nov-23	2.58	2.09	2.22
Dec-23	3.14	2.2	2.56
Jan-24	3.92	2.59	3.08
Feb-24	3.4	2.77	2.98
Mar-24	2.92	2.11	2.48



– based indices:

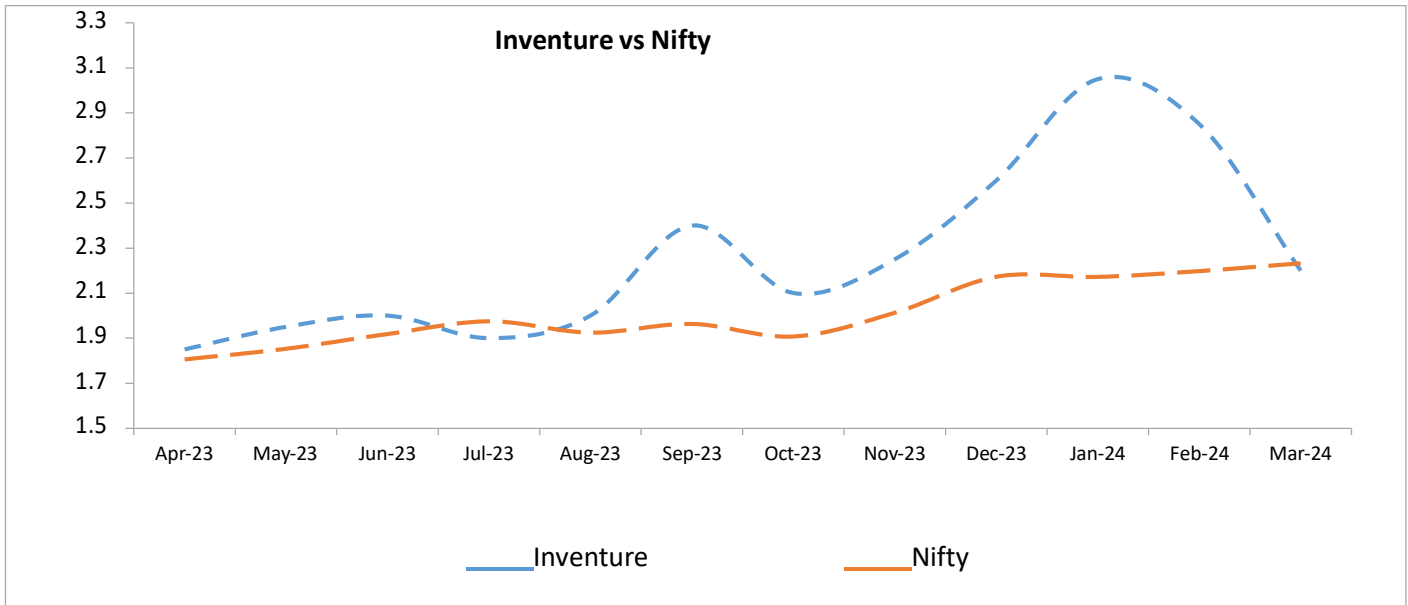
Performance in Comparison to broad

Based on 31st March, 2024 market Capitalization of BSE and NSE Company falls under Top 2000 listed entities

The following are the details of Companies prices in comparison with NSE nifty:

Month	Inventure	Nifty	Nifty50
Apr-23	1.85	1.8065	18065
May-23	1.95	1.85344	18534.4
Jun-23	2	1.918905	19189.05
Jul-23	1.9	1.97538	19753.8
Aug-23	2	1.92538	19253.8
Sep-23	2.4	1.96383	19638.3
Oct-23	2.1	1.90796	19079.6
Nov-23	2.25	2.013315	20133.15
Dec-23	2.6	2.17314	21731.4
Jan-24	3.05	2.17257	21725.7
Feb-24	2.85	2.19828	21982.8
Mar-24	2.2	2.23269	22326.9

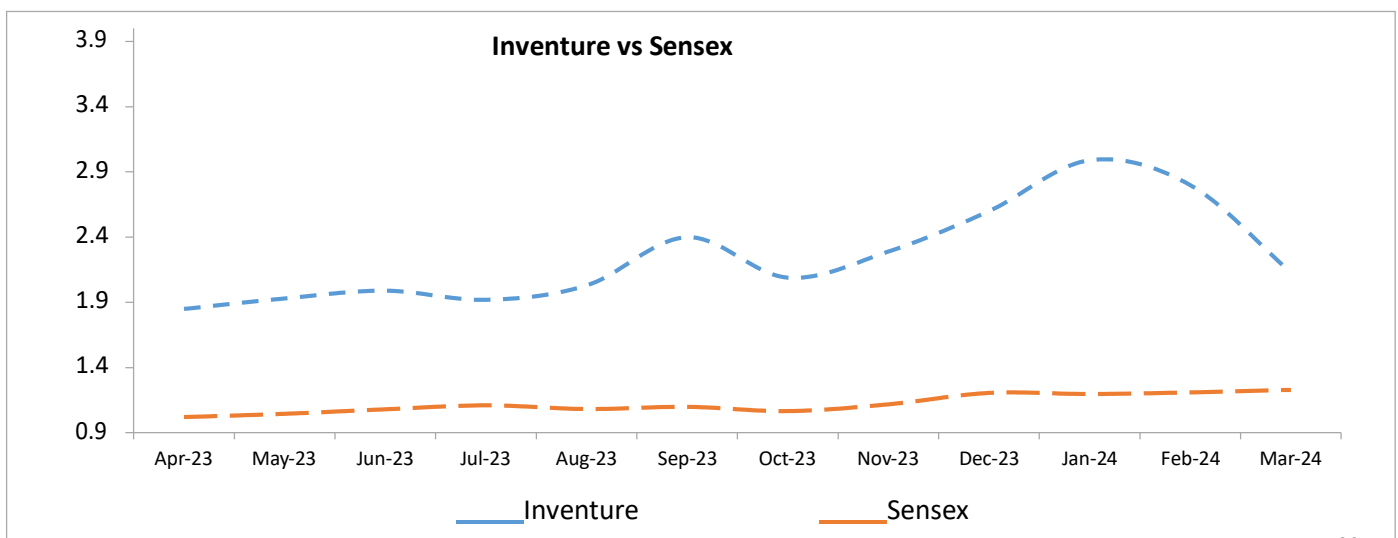
* Price of Nifty is divided by 10,000 for better comparison



The following are the details of Companies prices in comparison with BSE Sensex:

Month	Inventure	Sensex	BSE
Apr-23	1.85	1.018541	61112.44
May-23	1.93	1.043704	62622.24
Jun-23	1.99	1.078643	64718.56
Jul-23	1.92	1.108795	66527.67
Aug-23	2.03	1.080524	64831.41
Sep-23	2.40	1.09714	65828.41
Oct-23	2.09	1.064582	63874.93
Nov-23	2.29	1.116474	66988.44
Dec-23	2.60	1.204004	72240.26
Jan-24	2.99	1.195869	71752.11
Feb-24	2.80	1.208338	72500.3
Mar-24	2.13	1.227523	73651.35

* Price of Nifty is divided by 60,000 for better comparison



Registrar and share transfer agent:

Name : Linkintime India Pvt Ltd.
Address : C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400 078.
Tel. No : 022- 49186000
Fax No. : 022-49186060

Share Transfer System:

As per Regulation 40(1) of the Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form, except in case of a request received for transmission or transposition of securities. Requests for share transfers, rematerialization and transposition are attended to within the time period as stipulated by the Listing Regulations and other applicable laws, rules and regulations.

Distribution of Shareholding:

DISTRIBUTION OF SHAREHOLDING (SHARES)							
SR.NO.	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF TOTAL
1	1	to	500	145788	60.87	19718472	2.35
2	501	to	1000	31420	13.12	27074478	3.22
3	1001	to	2000	22531	9.41	35588574	4.24
4	2001	to	3000	10159	4.24	26539320	3.16
5	3001	to	4000	5201	2.17	18888250	2.25
6	4001	to	5000	6166	2.57	29760968	3.54
7	5001	to	10000	9325	3.89	72833136	8.67
8	100001	to	*****	8910	3.72	609596802	72.57
Total				239500	100	84000000	100

Dematerialization of shares:

The shares of the Company are compulsorily traded in electronic mode with National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). Out of the total Share Capital of the Company Equity Shares in Demat form, which includes the shares held by the Promoter and Promoter group, and shares held by public.

Plant Locations

As the Company is not a manufacturing Company, it does not have any Plant. The Company operates through various locations in India with its corporate and registered office in Mumbai.

Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments:

There are no outstanding global depository receipts or American depository receipts or warrants or any convertible instruments as on date of this report.

Address for Correspondence:

INVENTURE GROWTH & SECURITIES LIMITED

201, Viraj Tower, Near Landmark,
W.E. Highway, Andheri (E), M -69,
Tel: +91 22 71148500
FAX: +91 22 71148510
Email: cs@inventuregrowth.com
Website: www.inventuregrowth.com

Credit Rating:

During the year under review the Company has not obtained any credit rating for debt instrument or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds in India or abroad.

OTHER DISCLOSURES:

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

During the year under review there have been no materially significant related party transactions, pecuniary transactions or relationship except a transaction which was approved by Board and shareholder but yet to be executed for purchase of office premises from a Company which is related to Mr. Kanji Rita and Lasha Rita.

Related Parties and transactions with them as required under Indian Accounting Standard (Ind AS-24) are furnished in Notes on Accounts attached with the Financial Statements for the year ended March 31, 2024.

b) Details of Non Compliance by the Company or penalties or strictures imposed on the Company by Stock Exchanges or Board or statutory authority on any matter related to Capital markets during last three years:

There have been no instances of non-compliances by the Company on any matter related to the capital markets and no penalties and/ or strictures have been imposed on it by the stock exchanges or by the SEBI or by any statutory authority on any matter related to the capital markets during the last three financial years except which are disclosed in this annual report or to the stock exchanges from time to time. However, during the ordinary course of business, the SEBI/ exchange(s) have levied minor penalties, which do not have any material impact on the operations of the Company.

c) Details of establishment of Vigil Mechanism/ Whistle Blower Policy affirmation that no personnel have been denied access to the audit committee:

The Company has established Whistle Blower Policy for its Directors and Employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and is displayed on company's website at <https://www.inventuregrowth.com/investorrelation?categoryId=2> The Company takes cognizance of

complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken. No personnel have been denied access to the Audit Committee of the Board of Directors of the Company.

All the complaints are reported through mail to the Head HR of the Company and then forwarded to the Audit Committee for review. In case the Whistle -Blower is not satisfied with action taken on his/her complaint, then the Whistle-Blower can write to the Chairman of the Audit Committee. When escalating the matter, Whistle Blower should provide complete details of the complaint and the reason for dissatisfaction.

The details of complaints received during the financial year 2023 - 24 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

d) Details of compliance with mandatory requirements and adoption of the nonmandatory requirements:

The Company has complied with Mandatory requirements and adoption of the non-mandatory requirements as mentioned in Schedule II-part E viz. Reporting of Internal Auditor and **Modified Opinion in Auditors Report:** The Statutory Auditor's report on financial statements for the FY 2023-24 is of modified opinion. Your Company continues to adopt best practices to ensure regime of the financial statements with unmodified audit qualifications.

e) Material Subsidiary policy and policy on dealing with related party transaction:

The Company's website <https://www.inventuregrowth.com/investorrelation?categoryId=2> contains a separate dedicated section where Policy regarding material subsidiaries and related party transactions information is available.

f) Disclosure of Commodity price risks and commodity hedging activities:

The Company has not undertaken any commodity price risk during financial year 2023 -24. The Company does not indulge in commodity hedging activities.

g) Details of funds raised through preferential allotment or qualified institutions placement:

The Company not raised any funds through preferential allotment or qualified institutions placement during the 2023 -2024.

h) Certificate from Company Secretary in practice:

The Certificate from Company Secretary in practice for FY. 2022 -2023 viz. M/s. D. M. Zaveri & Co. viz.

1. Non- Disqualification of Directors is attached as Annexure 1 and
2. Certificate on Corporate Governance is as Annexure 2.

i) Recommendation of Audit Committee:

During the 2023-2024 the Board has accepted all the recommendation of Audit Committee.

j) Fees paid to statutory auditor:

During the year 2023 -2024 the fees paid to statutory auditor for all the services provided by them to the Company and its Subsidiary is Rs. 16,62,000.

k) Separate Meeting of Independent Directors

As stipulated in the Code of Conduct for Independent Directors under the Act and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on February 05, 2024 to review the performance of Non-Independent Directors (including the Chairman) and the Board as a whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, which is necessary to effectively and reasonably perform and discharge their duties.

l) Disclosure with respect to Sexual Harassment of Women at workplace (prevention, prohibition and redressal) Act, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints, if any, received regarding sexual harassment. During the year, no complaints of sexual harassment were received.

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
Nil	Nil	Nil

m) Loans and Advances:

During the year 2023 – 2024 neither Company nor its Subsidiaries had given loans and advances in nature of Loan to firm or Companies in which directors are interested.

n) Material Subsidiary:

Name of Subsidiary	Inventure Finance Private Limited
Date & Place of Incorporation	08 th May, 1990 & Mumbai, India
Statutory Auditor	PHD & Associates, Chartered Accountants
Date of Appointment	26 th December, 2020

o) Declaration by Managing Director:

The declaration signed by the Managing Director of the Company stating that members of board of directors and senior management personnel have complied with Code of Conduct of the Company is annexed as Annexure 3 and certificate from the chief executive officer/ Managing Director and chief financial officer of the Company that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading is annexed as Annexure 4.

p) Disclosure with respect to demat suspense account or unclaimed suspense account:

During the year 2023 -2024 there are no shares underlying in demat suspense account or unclaimed suspense account of the Company.

q) Agreements:

During the year 2023 – 2024 neither company nor its promoter or promoter group or related party or directors or Key managerial personnel or its subsidiary Company have entered in any agreement as mentioned under clause 5A of paragraph A of Part A of schedule III of Listing Regulations.

For Inventure Growth & Securities Limited

Sd/-

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

Sd/-

Mr. Kamlesh S. Limbachiya
(Whole-Time Director)

Date : 18-07-2024

Place : Mumbai

ANNEXURE - 1

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of,
Inventure Growth and Securities Limited,
201, 2nd Floor, Viraj Tower, Near Landmark,
Western Express Highway, Andheri - East
Mumbai – 400 069

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Inventure Growth and Securities Limited** having CIN L65990MH1995PLC089838 and having registered office at 201, 2nd Floor, Viraj Tower, Near Landmark, Western Express Highway, Andheri - East Mumbai - 400069 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

SR. No.	Name of Directors	DIN	Date of appointment in the Company
1.	Kanji Bhachubhai Rita	00727470	24/09/2015
2.	Kamleshkumar Shankarlal Limbachiya	02774663	12/02/2014
3.	Lasha Rita Meet	08104505	30/01/2019
4.	Surji Damji Chheda	02456666	01/10/2022
5.	Rekhchand Ramdayal Thanvi	09752722	01/10/2022
6.	Pathik Shah	03593855	22/03/2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For D M Zaveri & Co.

Company Secretary

Sd/-

Dharmesh Zaveri

(Proprietor)

M. No.: 5418

CP. No.: 4363

Place: Mumbai

Date: 18 July 2024

ICSI UDIN: F005418F000760953

ANNEXURE - 2

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Inventure Growth and Securities Limited

I have examined the compliance of conditions of Corporate Governance by **Inventure Growth and Securities Limited** ('the Company'), for the Financial Year ended 31st March 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Management's Responsibility

The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

In my opinion and to the best of my information and according to our examination of the relevant records and the explanations given to me and the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of the Schedule V of the Listing Regulations during the year ended 31st March 2024 *except during the year under review, the prior approval of shareholders under regulation 23 of the SEBI (LODR) Regulations, 2015 was not obtained in respect of material related party transaction security deposit of Rs. 500 Lakhs given to Dhairya Management Services Pvt. Ltd., a related party of the Company. As represented by the management, the said approval is proposed to the shareholders in the ensuing Annual General Meeting to be held during year 2024.*

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

This certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for any events or circumstances occurring after the date of this Certificate.

For D. M. Zaveri & Co
Company Secretaries

Dharmesh Zaveri
(Proprietor)
FCS No. 5418
CP No. 4363

Place: Mumbai
Date: 18 July 2024

ICSI UDIN: F005418F000760964

Peer Review Certificate No.: 1187/2021

ANNEXURE- 3

DECLARATION BY MANAGING DIRECTOR

This is to declare that as provided under Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the Directors and Senior Management for the year ended March 31, 2024.

Date: 29.05.2024

Place: Mumbai

For and on behalf of the Board of Directors

SD/-

Managing Director

ANNEXURE- 4

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

(Issued in accordance with the provisions of Regulation 33 (2) (a) of SEBI (LODR) Regulations 2015

**To the Board of Directors
Inventure Growth & Securities Limited**

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of the Company hereby certify that, to the best of our knowledge and belief;

A) We have reviewed the financial statements read with the cash flow statement of Inventure Growth and Securities Limited for the year ended March 31, 2024 and that to the best of our knowledge and belief, we state that;

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that may be misleading;

(ii) These statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

B) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year ended March 31, 2024 which are fraudulent, illegal or in violation of the Company's code of conduct.

C) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control system of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls. If any, and steps taken or propose to be taken for rectifying these deficiencies.

D) We have indicated to the auditors and the Audit Committee:

I. There are no significant changes in internal control over financial reporting during the year ended March 31, 2024.

II There are no significant changes in accounting policies made during the year ended March 31, 2024.

III There is no Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Yours sincerely
Sd/-
Kanji B. Rita
Managing Director**

**Sd/-
Arvind J. Gala
Chief Financial Officer**

Date: 29.05.2024

Place: Mumbai

FINANCIAL STATEMENT

STANDALONE FINANCIAL STATEMENT

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results- (Standalone)

<u>Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024</u> [See Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]			
Sl. No.	Particulars	Audited Figures (as reported Before adjusting for qualifications) (Rs in lakhs)	Audited Figures (as reported After adjusting for qualifications) (Rs in lakhs)
1.	Turnover/Total income	4,817	4,817
2.	Total Expenditure	3,466	3,466
3.	Net Profit/(Loss) after tax	606	606
4.	Earnings Per Share	0.07	0.07
5.	Total Assets	27,045	27,045
6.	Total Liabilities	9,603	9,603
7.	Net Worth	17,442	17,442
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

Audit Qualification (each audit qualification separately):

- a. **Details of Audit Qualification:** Following qualification has been given by the auditor in the audit report of standalone financial result of the company:

Refer Note no 3 to the Standalone financial results in respect of Exceptional Item for which provision of Rs. 349 lakhs is made by the Company on account of a fraud committed on the Company, by its employee. Since the Company has not initiated a forensic audit for detailed investigation of the fraud, pending conversion of police complaint into First Information Report [FIR] and an inspection report of CDSL is awaited in respect of the alleged transfer of clients' securities as on the date of this report, we are unable to comment on the quantum of the fraud and its expanded scope of operation which may include involvement of the securities of other clients. In the absence of sufficient appropriate audit evidence, we are unable to comment on the adequacy of the provision made for the year ended 31 March 2024.

- b. **Type of Audit Qualification:** Qualified Opinion
- c. **Frequency of qualification:** First time
- d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA
- e. **For Audit Qualification(s) where the impact is not quantified by the auditor:**
- (i) **Management's estimation on the impact of audit qualification:** NA
 - (ii) **If management is unable to estimate the impact, reasons for the same:** Refer Note No.3 to financial results. Since police complaint is not converted to into First Information Report [FIR] and an inspection report of CDSL is awaited as on date, the management is unable to estimate the impact of qualification.

- (iii) **Auditors' Comments on (i) or (ii) above:** Since the Company has not initiated a forensic audit for detailed investigation of the fraud, pending conversion of police complaint into First Information Report [FIR] and an inspection report of CDSL is awaited in respect of the alleged transfer of clients' securities as on the date of this report, we are unable to comment on the quantum of the fraud and its expanded scope of operation which may include involvement of the securities of other clients. In the absence of sufficient appropriate audit evidence, we are unable to comment on the adequacy of the provision made for the year ended 31 March 2024.

Signatories:

Kanji Rita
Managing Director
DIN: 00727470
Place: Mumbai

Arvind Gala
Chief Financial Officer
Place: Mumbai

Surji Chheda
Chairman of Audit
Committee
DIN: 02456666
Place: Mumbai

Statutory Auditors:
For PPV & Co.

Chartered Accountants
Firm Registration No. 153929W

Sd/-
Priyanshi Vakharia
Proprietor
Membership No.: 181834
UDIN: 24181834BKFASQ6734
Place: Mumbai
Date: 29-05-2024

INDEPENDENT AUDITOR'S REPORT

To the Members of Inventure Growth & Securities Limited
Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Financial Statements of **Inventure Growth & Securities Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2024 the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies (hereinafter referred to as “the Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effect of the matter described in the ‘Basis for Qualified Opinion’ section of our report, the aforesaid Standalone Financial Statements give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit, other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We refer to Note no 34 to the Standalone Financial Statements in respect of Exceptional Item for which provision of Rs. 349.25 lakhs is made by the Company on account of a fraud committed on the Company, by its employee. Since the Company has not initiated a forensic audit for detailed investigation of the fraud, pending conversion of police complaint into First Information Report [FIR] and an inspection report of CDSL is awaited in respect of the alleged transfer of clients’ securities as on the date of this report, we are unable to comment on the quantum of the fraud and its expanded scope of operation which may include involvement of the securities of other clients. In the absence of sufficient appropriate audit evidence, we are unable to comment on the adequacy of the provision made for the year ended March 31, 2024.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Standalone Financial Statements.

Emphasis of Matter

We refer to BSE Circular No 20220107-45 dated 07 January 2022 and NSE Circular Ref No 2/2022 dated 07 January 2022 on Rule 8(1)(f) and 8(3)(f) of Securities Contracts (Regulation) Rules, 1957 (SCRR), which reads as

“in consultation with SEBI and other Stock Exchanges, the illustrative list of activities that are construed as non-compliance to Rule 8(1)(f) and 8(3)(f) of SCRR, if undertaken by a member, are as under:

(2). Deposit pledged with the bank for overdraft facilities availed by any entity, including the group companies such as subsidiaries & associates etc. of the Member, not in connection with or incidental to or consequential upon securities / commodity derivatives business, as applicable.

(9). Entering into any arrangement for extending loans or giving deposits / advances to any entity, including group companies such as subsidiaries & associates etc., not in connection with or incidental to or consequential upon the securities/ commodity derivatives business.

(10). Investments made in group companies such as subsidiaries & associates etc., not in connection with or incidental to or consequential upon the securities/ commodity derivatives business. (Ex: Investment in companies engaged in other businesses such as NBFC, Real Estate etc.)”

In this regard, attention is drawn to:

- (i) the Note no 4(a) to the Standalone Financial Statements regarding the Company having pledged its term deposits aggregating to Rs.1,198.89 lakhs for its wholly owned subsidiary to avail overdraft facility; with an outstanding amount of Rs.907.17 lakhs as at year end.
- (ii) Note no 37 to the Standalone Financial Statements with respect to security deposit given to Dhairy Management Services Pvt Ltd of Rs 500 lakhs, being material related party transaction entered into by the Company.
- (iii) Note no 8A to the Standalone Financial Statements in respect of investments of Rs. 6,638.58 lakhs in wholly owned subsidiaries.

The management does not expect any material impact on the Standalone Financial Statements for the year ended 31-03-2024 in respect of the above matters.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Emphasis of Matter

We refer to BSE Circular No 20220107-45 dated 07 January 2022 and NSE Circular Ref No 2/2022 dated 07 January 2022 on Rule 8(1)(f) and 8(3)(f) of Securities Contracts (Regulation) Rules, 1957 (SCRR), which reads as

“in consultation with SEBI and other Stock Exchanges, the illustrative list of activities that are construed as non-compliance to Rule 8(1)(f) and 8(3)(f) of SCRR, if undertaken by a member, are as under:

(2). Deposit pledged with the bank for overdraft facilities availed by any entity, including the group companies such as subsidiaries & associates etc. of the Member, not in connection with or incidental to or consequential upon securities / commodity derivatives business, as applicable.

(9). Entering into any arrangement for extending loans or giving deposits / advances to any entity, including group companies such as subsidiaries & associates etc., not in connection with or incidental to or consequential upon the securities/ commodity derivatives business.

(10). Investments made in group companies such as subsidiaries & associates etc., not in connection with or incidental to or consequential upon the securities/ commodity derivatives business. (Ex: Investment in companies engaged in other businesses such as NBFC, Real Estate etc.)”

In this regard, attention is drawn to:

- (i) the Note no 4(a) to the Standalone Financial Statements regarding the Company having pledged its term deposits aggregating to Rs.1,198.89 lakhs for its wholly owned subsidiary to avail overdraft facility; with an outstanding amount of Rs.907.17 lakhs as at year end.
- (ii) Note no 37 to the Standalone Financial Statements with respect to security deposit given to Dhairy Management Services Pvt Ltd of Rs 500 lakhs, being material related party transaction entered into by the Company.
- (iii) Note no 8A to the Standalone Financial Statements in respect of investments of Rs. 6,638.58 lakhs in wholly owned subsidiaries.

The management does not expect any material impact on the Standalone Financial Statements for the year ended 31-03-2024 in respect of the above matters.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

For the key audit matter below, our description of how our audit addressed the matter is provided in that context.

In addition to the matter described in the Basis for Qualified Opinion section we have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key audit matters	How our audit addressed the key audit matter
<p><u>IT systems and controls</u></p> <p>The financial accounting and reporting systems of the Company are fundamentally reliant on IT systems and IT controls to process significant transaction volumes. Hence, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter.</p>	<p>We have performed the following procedures assisted by specialized IT auditor on the IT infrastructure and applications pertaining to financial reporting:</p> <ul style="list-style-type: none"> Obtained an understanding of the IT environment and operating effectiveness of IT controls over information systems that are important to financial reporting and various interfaces. Tested IT controls, including testing and reviewing authorisation of request for access to systems, change to systems. Tested the design and operating effectiveness of certain automated controls that were considered as key internal controls over financial reporting. Identified and tested IT applications, databases and operating systems relevant to our audit.

Other Information

The Company’s Board of Directors is responsible for the other information. The other information comprises of the Annual Report but does not include the Standalone Financial Statements and our auditor’s report thereon. The other information is expected to be made available to us after the date of this auditor’s report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read such other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant applicable requirements of the standard on auditing for auditor’s responsibility in relation to other information in documents containing audited financial statements. We have nothing to report in

this regard.

In the absence of sufficient appropriate audit evidence, we are unable to comment on the possible effect of the matter described in the Basis for Qualified Opinion paragraph. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to these matters

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income and standalone statement of changes in equity and standalone cash flows of the company in accordance with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies

Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in the aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report to the extent applicable:
 - (a) We have sought and, except for the possible effect of the matter described in the Basis for Qualified Opinion paragraph above obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

- (b) In our opinion except for the possible effect of the matter described in the Basis for Qualified Opinion paragraph above and for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditor's) Rules, 2014, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Standalone Balance sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
- (d) In our opinion, except for the possible effect of the matter described in Basis for Qualified Opinion paragraph above, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) The matter described in the Basis of Qualified Opinion paragraph above, in our opinion may have an adverse effect on the functioning of the Company.

The matter described in Emphasis of Matter paragraph above with respect to :

- (i) the Company having pledged its term deposits aggregating to Rs.1,198.89 lakhs for its wholly owned subsidiary to avail overdraft facility;
- (ii) material related party transactions including security deposit of Rs. 500 lakhs entered into by the Company with Dhairya Management Services Pvt Ltd being subject to shareholders' approval pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended
- (iii) investments of Rs. 6,638.58 lakhs in wholly owned subsidiaries

in our opinion do not have an adverse effect on the functioning of the Company.

- (f) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
 - (g) The qualifications relating to the maintenance of accounts and other matters connected therewith are as stated in the "Basis for Qualified Opinion" paragraph above, paragraph 2(A)(b) above on reporting under Section 143(3)(b), paragraph 2(B)(f) below on reporting under Rule 11(g) and Basis for Qualified Opinion in Annexure B with respect to adequacy and operating effectiveness of internal financial controls with reference to financial statements of the Company.
 - (h) With respect to the adequacy of the internal financial controls over financial reporting with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in **Annexure B** to this report. Our report expresses a qualified opinion on the operating effectiveness of internal financial controls .
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. Except for the possible effect of the matter described in Basis of Qualified Opinion paragraph above, the Standalone Financial Statements disclose the impact of pending

litigations on the financial position of the Company in its Standalone Financial Statements – Refer Note 39 to the said financial statements;

- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company except unclaimed dividend amount aggregating to Rs. 0.10 lakhs pertaining to financial year 2011-12 not transferred to the Investor Education and Protection Fund as on March 31, 2024.
- d. The management has represented that, to the best of its knowledge and belief, as disclosed in the Note no 50(xii) and Note no 50(xiii) to the Standalone Financial Statements;

- (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- (ii) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (iii) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, except for the possible effect of the matter described in the Basis for Qualified Opinion paragraph above, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) above contain any material misstatement.

- e. The Company has neither declared nor paid any dividend during the year hence reporting as regards compliance with Section 123 of the Act is not applicable.

- f. The reporting under Rule 11(g) of the Companies (Audit and Auditor's) Rules 2014, is applicable from 01 April 2023.

Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail feature is not enabled for certain matters relating to property, plant and equipment. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software and the audit trail has been preserved by the Company as per statutory requirements for record retention for the year ended March 31, 2024.

(C) With respect to the other matters to be included in the Auditor’s Report under section 143 and in accordance with the requirements of section 197(16) of the Act, in our opinion and according to the explanations given to us, the managerial remuneration for the year ended

March 31, 2024 has been paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act.

For PPV & CO

Chartered Accountants

Firm Registration No.153929W

Sd/-

Priyanshi Vakharia

Proprietor

Membership No.: 181834

UDIN: 24181834BKFASR3706

May 29, 2024

Annexure A

Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditors’ Report of even date to the members of Inventure Growth & Securities Limited on the Standalone Financial Statements for the year ended March 31, 2024:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment have been physically verified during the year by the Management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the title deeds of immovable property disclosed in Standalone Financial Statements, are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment or intangible assets hence clause 3(i)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder and hence clause 3(i)(e) of the Order is not applicable.
- (ii) (a) The inventory being securities held for trading being held in dematerialized form has been verified during the year by the management with the holding statement from the respective depository. In our opinion, the frequency of verification is reasonable. No discrepancies were noticed on verification between the depository certificates and the book records.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits from the banks against pledge of its fixed deposits. Due to the very nature of the security offered, quarterly returns or statements of current assets are not required to be filed by the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year except loan to employees, margin trade funding (MTF) to clients and securities (term deposits with banks) provided for borrowings of the Company’s wholly owned subsidiary, details of which is stated in sub-clause (a) below:
- (a) A. Security provided to subsidiary (Refer Note no 4(a) to financial statements):

(Rs. in Lakhs)		
Particulars	Aggregate during the year	Outstanding as at 31-03-2024
Term deposits with banks	199.00	1,198.89

B. Loan granted to parties other than subsidiaries (Refer Note no 7 to financial statements):

(Rs. in Lakhs)

Particulars	Aggregate during the year	Outstanding as at 31-03-2024
Loan to MTF clients	25,026.04	3,948.07
Loan to employees	3.65	2.90

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, during the year the Company has not provided any guarantees nor made any investments. With respect to loans granted and securities provided by the Company, we are of the opinion that the terms and conditions of the grant of loan to MTF clients and loan to employees ; the securities (term deposits with banks) provided for borrowings of wholly owned subsidiary are, prima facie not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not given any loans that have schedule of repayment of principal and payment of interest. Accordingly, the requirement to report on this clause is not applicable.
- (d) According to the information and explanations given to us, the Company has not given any loans that have schedule of repayment of principal and payment of interest. Accordingly, the requirement to report amount overdue for more than ninety days on this clause is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.
- (f) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has not granted any loans to the promoters; with respect to loans and advances in the nature of loans granted to related parties as defined in clause (76) of section 2 of the Companies Act, 2013, and loans and advances in the nature of loans granted with the terms, either repayable on demand or without specifying any terms or period of repayment, and its percentage to the total loans granted, is tabulated as under:

(Rs. in Lakhs)

Particulars	All Parties	Related Parties	Others
Aggregate amount of loans / advances in nature of loan - Repayable on demand or without specifying any terms or period of repayment	25,029.69	312.76	24,716.93
% of loans / advances in nature of loans to the total loans	100.00 %	1.25 %	98.75 %

- (iv) According to the information and explanations given to us, in respect of loans given, investments made and security given, the Company has complied with the provisions of Section 185 and Section 186 of the Companies Act, 2013.

- (v) According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of section 73 to 76 of the Act and the Rules made thereunder. Accordingly, reporting under clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us, on the basis of our examination of the books of account, the Company has been generally regular in depositing with the appropriate authorities undisputed statutory dues including Income Tax, Goods and Service Tax (GST), provident fund, employees' state insurance, cess and other statutory dues as applicable, and as at March 31, 2024, there were no undisputed dues payable for a period of more than six months from the date of becoming payable.
- (b) According to the information and explanations given to us, there are no dues of GST, provident fund, employees' state insurance, income-tax, sales tax, service tax, value added tax, cess or other statutory dues which have not been deposited by the Company on account of disputes, except for the following:

Name of Statute	Assessment Year	Dispute Forum	Amount (Rs. in Lakhs)
Income Tax	2011-12	CIT-(A)	136.93
Income Tax	2013-14	CIT(A)	78.16
Income Tax	2014-15	CIT-(A)	75.27
Income Tax	2018-19	CIT(A)	2.49

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, we report that funds raised on short-term basis have not been utilised for long term purposes by the Company.
- (e) According to the information and explanations given to us, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its

subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanation given to us, no fraud by the Company was noticed or reported during the year; with respect to fraud committed on the Company during the year, the management has detected a fraud committed on the company by an employee, as under :
- (i) siphoning of Company's depository income aggregating to Rs 117.50 lacs (net of recovery of Rs 3.54 lakhs) to his personal trading accounts by passing fraudulent entries ;
 - (ii) fraudulently transferring securities from DP account of clients to his personal DP accounts. The value of such securities is estimated at Rs 231.75 lakhs as on March 31, 2024.
- (Refer Note no 34 to the financial statements)
- (b) The report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) There were no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) In our opinion and based on our examination, the Company does not have an adequate internal audit system commensurate with the size and nature of its business established for the year.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors

and hence, provisions of Section 192 of the Companies Act 2013 are not applicable to the Company.

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India, 1934. Accordingly, clause 3(xvi) (a) of the Order is not applicable.
 - (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India, 1934. Accordingly, clause 3(xvi) (b) of the Order is not applicable.
 - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - (d) According to the information and explanations provided to us during the course of audit, the Company does not have any CIC. Accordingly, the requirements of clause 3(xvi) (d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditor during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us there is no amount unspent under sub section (5) of Section 135 of the Companies Act 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For PPV & CO

Chartered Accountants

Firm Registration No.153929W

Sd/-

Priyanshi Vakharia

Proprietor

Membership No.: 181834

UDIN: 24181834BKFA SR3706

May 29, 2024

Annexure B

Referred to in paragraph 2(A)(h) under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditors’ Report of even date to the members of Inventure Growth & Securities Limited on the Standalone Financial Statements for the year ended March 31, 2024.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Standalone Financial Statements of the Company for the year ended March 31, 2024, we have audited the internal financial controls of Inventure Growth & Securities Limited (“the Company”).

Qualified Opinion

In our opinion, except for the possible effects of the material weakness described below on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls with reference to Standalone Financial Statements, and such internal financial controls with reference to Standalone Financial Statements were operating effectively as of March 31, 2024, based on the internal financial control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”).

We have considered the material weakness identified and reported below in determining the nature, timing, and extent of audit tests applied in our audit of the Standalone Financial Statements of the Company for the year ended March 31, 2024, and we have issued a Qualified Opinion on the Financial Statements of the Company.

Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weakness have been identified as at March 31, 2024:

- i. Segregation of duties not implemented for depository department
- ii. Overriding authorisation powers and misuse of designation
- iii. Unmonitored use of general ledger code
- iv. Lack of controls over access rights to pass Journal voucher entries
- v. Lack of controls over cross verification of data shared by depository department with accounts department

A ‘material weakness’ is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to these Standalone Financial Statements

A Company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone financial statements includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For PPV & CO

Chartered Accountants
Firm Registration No.153929W

Sd/-

Priyanshi Vakharia

Proprietor

Membership No.: 181834

UDIN: 24181834BKFASR3706

May 29, 2024

STANDALONE BALANCE SHEET AS AT 31 MARCH 2024

(₹ in Lakhs)

PARTICULARS		As at March 31, 2024	As at March 31, 2023
Financial Assets			
(a) Cash and Cash Equivalents	3	196.22	395.98
(b) Bank balance other than (a) above	4	12,553.75	11,842.02
(c) Securities held for trading	5	777.75	25.83
(d) Receivables			
(I) Trade receivables	6	1,019.26	386.66
(II) Other receivables		-	-
(e) Loans	7	3,932.75	1,053.30
(f) Investments	8	6,648.58	6,658.58
(g) Other financial assets	9	1,068.45	424.48
		26,196.76	20,786.85
(2) Non-Financial Assets			
(a) Current tax assets (net)	10	99.51	203.74
(b) Property, plant and equipment	11	630.22	643.59
(c) Other intangible assets	11A	40.18	67.25
(d) Other non-financial assets	12	78.49	101.02
		848.40	1,015.60
Total Assets		27,045.16	21,802.45
LIABILITIES AND EQUITY			
Liabilities			
1 Financial Liabilities			
(a) Derivative financial instruments	13	114.68	-
(b) Payables	14		
(I) Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises		1.28	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		6,525.87	3,560.67
(II) Other payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total out standing dues of creditors other than micro enterprises and small enterprises		-	-
(c) Borrowings	15	1,442.33	914.65
(d) Deposits	16	658.18	437.53
(e) Other financial liabilities	17	813.10	7.65
		9,555.44	4,920.50
2 Non-Financial Liabilities			
(a) Provisions	18	1.01	-
(b) Deferred tax liabilities (net)	19	25.46	10.86
(c) Other non financial liabilities	20	21.17	27.92
		47.64	38.78
3 Equity			
(a) Equity share capital	21	8,400.00	8,400.00
(b) Other equity	22	9,042.08	8,443.17
		17,442.08	16,843.17
Total Liabilities and Equity		27,045.16	21,802.45

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
KAMLESH S. LIMBACHIYA
(DIN 02774663)
Wholetime Director

SD/-
Arvind J. Gala
Chife Financial Officer

SD/-
Shikha A. Mishra
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024

(₹ in Lakhs)

PARTICULARS		As at March 31, 2024	As at March 31, 2023
Revenue from operations			
(i) Interest income	23	910.39	613.03
(ii) Dividend income	24	2.91	0.20
(iii) Fees and commission income	25	2,845.31	1,830.44
(iv) Net gain on fair value changes	26	556.38	38.52
(v) Reversal of Impairment provision on financial instruments	31	-	28.23
(vi) Other operating income	27	326.09	294.65
(I) Total revenue from operations		4,641.08	2,805.07
(II) Other income	28	175.49	148.22
(III) Total income (I+II)		4,816.57	2,953.29
Expenses			
(I) Finance costs	29	97.48	31.21
(ii) Fees and commission expense	30	1,691.93	1,017.69
(iii) Impairment on financial instruments	31	12.78	-
(iv) Employee benefits expenses	32	622.50	572.50
(v) Depreciation and amortization expense	11	65.62	63.91
(vi) Other expenses	33	974.59	664.69
(IV) Total expenses		3,464.90	2,350.00
(V) Profit/(loss) before exceptional item and tax (III-IV)		1,351.67	603.29
(VI) Exceptional items	34	349.25	-
(VII) Profit/(loss) before tax (V-VI)		1,002.42	603.29
(VIII) Tax expense			
(i) Current tax	42	418.34	177.07
(ii) Deferred tax		(21.57)	5.87
Total tax expenses (VIII)		396.77	182.94
(IX) Profit/(loss) after tax (VII - VIII)		605.65	420.35
(X) Other comprehensive income			
Items that will not be reclassified to Profit or Loss:			
(i) Change in fair value of financial assets		-	-
(ii) Remeasurements of net defined plans		(9.92)	6.60
(iii) Tax effect of above		3.18	(2.22)
Other comprehensive income/(loss) (X)		(6.74)	4.38
(XI) Total comprehensive income for the year (IX + X)		598.91	424.73
(XII) Earnings per equity share (Face value of ₹ 1/- per share)	35		
Basic (in ₹)		0.07	0.05
Diluted (in ₹)		0.07	0.05

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
KAMLESH S. LIMBACHIYA
(DIN 02774663)
Wholetime Director

SD/-
Arvind J. Gala
Chife Financial Officer

SD/-
Shikha A. Mishra
Company Secretary

Standalone Cash Flow Statement for the year ended 31 March 2024

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A. Cash Flow from Operating Activities		
Net Profit before tax, exceptional/extraordinary item	1,351.67	603.29
Adjustment for :		
Depreciation and amortisation	65.62	63.91
Finance costs	97.48	31.21
Interest income	(122.07)	(130.12)
Dividend income	(2.91)	(1.05)
Profit from sale of investments/ mutual fund	-	(4.47)
Provision for employee benefits	15.03	12.15
Impairment on financial instruments (net)	12.78	(28.23)
	65.93	(56.60)
Operating profit before working capital changes	1,417.60	546.69
Adjustments for :		
(Increase)/decrease in trade receivables	(762.88)	242.81
Increase/(decrease) in derivative financial instrument liability	114.68	-
(Increase)/decrease in securities held for trading	(751.92)	(13.25)
(Increase)/decrease in loans	(2,879.46)	(64.91)
(Increase)/decrease in other financial assets	(643.97)	200.98
(Increase)/decrease in other non financial assets	7.80	(2.45)
Increase/(decrease) in trade payables	2,966.48	(894.75)
Increase/(decrease) in deposits	220.65	71.78
Increase/(decrease) in other financial liabilities	573.69	5.02
Increase/(decrease) in provision	(9.20)	-
Increase/(decrease) in other non financial liability	(6.75)	15.54
(Increase)/decrease in accrued interest on term deposits	(29.97)	6.01
Term deposits with banks with original maturity of more than three months - placed	(7,979.75)	(3,533.45)
Term deposits with banks with original maturity of more than three months - matured	5,800.99	3,416.54
	(3,379.61)	(550.13)
Cash generated from operations	(1,962.01)	(3.44)
Direct Taxes paid (Net of refunds)	(274.74)	(115.69)
Net cash flow from/(used in) operating activities (A)	(2,236.75)	(119.13)
B. Cash Flow from Investing Activities		
Proceeds from sale of Investments	10.00	840.97
Acquisition of investments	-	(856.49)
Purchase of property plant and equipment	(25.19)	(12.24)
Term deposits with banks with original maturity of more than three months - placed	-	(199.99)
Term deposits with banks with original maturity of more than three months - matured	1,497.00	120.00
Dividend income	2.91	1.05
Interest received	122.07	126.42
Net cash flow from/(used in) investing activities (B)	1,606.79	19.72
C. Cash Flow from Financing Activities		
Proceeds/(Repayment) of bank overdraft	527.68	171.11
Finance costs	(97.48)	(31.21)
Interest received	-	3.70
Loans/(repayment) to/from subsidiaries (net)	-	0.22
Net cash flow from/(used in) financing activities (C)	430.20	143.82
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(199.76)	44.41
Cash and cash equivalents at the beginning of the year	395.98	351.57
Cash and cash equivalents at the end of the year	196.22	395.98

Notes:

1 Cash and Cash Equivalents are as under:

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Cash on hand	0.45	0.47
Balance with banks in current accounts	193.14	392.88
Earmarked balances with banks (unpaid dividend)	2.63	2.63
	196.22	395.98

- 2** The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard -7 on "Cash Flow Statements" as prescribed by the Central Government in the Companies (Accounting Standards) Rules, 2015 , as amended
- 3** Previous year's figures have been regrouped/rearranged wherever necessary to conform to the current year's presentation.

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/- SD/-
KANJI B. RITA **KAMLESH S. LIMBACHIYA**
(DIN 00727470) (DIN 02774663)
Managing Director Wholetime Director

SD/- SD/-
Arvind J. Gala Shikha A. Mishra
Chife Financial Officer Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

(A) Equity Share Capital		(in lakhs)	
Balance as at 1st April 2022	8,400.00	Changes in Equity Share Capital due to prior period errors	-
		Restated balance as at 1st April 2022	8,400.00
		Changes in Equity Share Capital during the year	-
		Balance as at 31st March 2023	8,400.00

Particulars	Reserves and Surplus					Other Comprehensive Income		Total	
	Share application money pending allotment	Capital Reserve	Securities Premium	Taxation Reserves	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income		Remeasurements of Net Defined Benefit Plans
Balance as at 1st April 2022 (A)	-	20.25	715.11	125.00	4,648.22	2,520.23	10.34	(20.71)	8,018.44
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2022 (B)	-	20.25	715.11	125.00	4,648.22	2,520.23	10.34	(20.71)	8,018.44
Profit for the year (C)	-	-	-	-	-	420.35	-	-	420.35
Other Comprehensive Income/(Loss) for the year, net of tax (D)	-	-	-	-	-	-	-	4.38	4.38
Total Comprehensive Income/(Loss) for the year, net of tax (C+ D) = E	-	-	-	-	-	420.35	-	4.38	424.73
Dividend paid (F)	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023 (B+E-F) = G	-	20.25	715.11	125.00	4,648.22	2,940.58	10.34	(16.33)	8,443.17

(in lakhs)

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai

Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
KAMLESH S. LIMBACHHYA
(DIN 02774663)
Wholetime Director

SD/-
Arvind J. Gala
Chife Financial Officer

SD/-
Shikha A. Mishra
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

(A) Equity Share Capital

	(₹ in lakhs)		
	Restated balance as at 1st April 2023	Changes in Equity Share Capital due to prior period errors	Changes in Equity Share Capital during the year
Balance as at 1st April 2023	8,400.00	-	-
Balance as at 31st March 2024	8,400.00	-	8,400.00

(B) Other Equity

Particulars	Share application money pending allotment	Reserves and Surplus					Other Comprehensive Income			Total
		Capital Reserve	Securities Premium	Taxation Reserves	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Remeasurements of Net Defined Benefit Plans		
Balance as at 1st April 2023 (A)	-	20.25	715.11	125.00	4,648.22	2,940.58	10.34	(16.33)	8,443.17	
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	
Restated balance as at 1st April 2023 (B)	-	20.25	715.11	125.00	4,648.22	2,940.58	10.34	(16.33)	8,443.17	
Profit for the year (C)	-	-	-	-	-	605.65	-	-	605.65	
Other Comprehensive Income/(Loss) for the year, net of tax (D)	-	-	-	-	-	-	-	(6.74)	(6.74)	
Total Comprehensive Income/(Loss) for the year, net of tax (C+D) = E	-	-	-	-	-	605.65	-	(6.74)	598.91	
Dividend paid (F)	-	-	-	-	-	-	-	-	-	
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	
Balance as at 31st March 2024 (B+E-F) = G	-	20.25	715.11	125.00	4,648.22	3,546.23	10.34	(23.06)	9,042.08	

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai

Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

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(DIN 02774663)
Wholetime Director

SD/-
Arvind J. Gala
Chife Financial Officer

SD/-
Shikha A. Mishra
Company Secretary

Notes forming part of the financial statements

Note 1 Corporate Information

Inventure Growth & Securities Limited. ('the Company', IGSL) is a company limited by shares, incorporated on 22 June 1995 domiciled in India and having its registered office at 201, Viraj Tower, Near Landmark Building, Western Express Highway, Andheri (E), Mumbai-400069. The Company is registered with Securities and Exchange Board of India ('SEBI') under the Stock Brokers and Sub Brokers Regulations, 1992 and is a member of Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE), Multi Commodity Exchange of India Ltd (MCX), National Commodity and Derivatives Exchange Limited (NCDEX) and Metropolitan Stock Exchange of India Limited (MSEI). The Company is engaged in the business of stock, currency and commodity broking, providing margin trading facility, depository services and distribution of mutual funds, to its clients and also executing the trades in securities market, debt market, equity derivative market, commodity derivative market and foreign currency derivative market in its proprietary account. It is registered with Central Depository Services (India) Limited in the capacity of Depository Participant and also registered with SEBI in capacity of Research Analyst and Investment Advisor.

Note 2 Material Accounting Policy

2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act. The Company uses accrual basis of accounting. The financial statements are presented in Indian Rupee (INR) which is also the functional currency of the Company.

The financial statements have been prepared on a historical cost basis, except for certain financial instruments and defined benefit plan assets/Liability measured at fair value. The preparation of financial statements requires the management to make judgments, accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

The financial statements are prepared on a going concern basis, as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

2.2 Presentation of financial statements

The Company presents its Balance Sheet in order of liquidity. The Company prepares and presents its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'. The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

2.3 Critical accounting estimates and judgments

The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those based on Management's estimates. Accounting estimates and judgments are used in various items in the financial statements for e.g.:

- Business model assessment
- Fair value of financial instruments
- Effective interest rate (EIR)
- Impairment of financial assets
- Provisions and contingent liabilities
- Provision for tax expenses
- Residual value, useful life and indicators of recoverable value of property, plant and equipment

Notes forming part of the financial statements

2.4 Income

Revenue recognition

The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial instruments' is applicable) based on Ind AS 115 'Revenue from contracts with customers'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at the fair value of the consideration received or receivable.

The Revenue includes the following:

(i) Brokerage fee income

Revenue from contract with customer is recognised when performance obligation is completed i.e. when the trade is executed. These include brokerage fees charged per transaction executed on behalf of the clients as per the contractually agreed rate.

(ii) Interest income

The Company recognises interest income using effective interest rate (EIR) on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability. The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets, the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

(iii) Dividend income

Dividend income on equity shares is recognised when the Company's right to receive the payment is established and it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

(iv) Fees and commission income

Fees and commission income includes:

Income from depository operations is accounted when performance obligation is completed Advisory fees income is recognised when the performance obligation is satisfied by rendering the services to the client.

Distribution income is earned by distribution of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery.

(v) Net gain on fair value changes

Any realised gain or loss on sale of financial assets (including derivatives and Securities held for trading) being classified as fair value through profit and loss ("FVTPL") is recognised as "Net gain or loss on fair value changes" under "Revenue from operations" or "Expense" respectively in the statement of profit and loss.

Similarly, any difference between the fair values of financial assets (including derivatives and securities held for trading) being classified as fair value through profit or loss ("FVTPL") held by the company on the balance sheet date is recognised as on unrealised gain/loss. In cases there is a net gain in the aggregate, the same is recognised as "Net gain on fair value changes" under "Revenue from operations" and if there is a net loss the same is disclosed as "Net loss on fair value changes" under "Expense" in the statement of profit and loss.

(vi) Recoveries of financial assets written off

The Company recognises income on recoveries of financial assets written off on realisation or when the right to receive the same without any uncertainties of recovery is established.

2.5 Expenditures

(i) Finance costs

Borrowing costs on financial liabilities are recognised using the EIR.

(ii) Fees and commission expenses

Fees and commission expenses which are not directly linked to the sourcing of financial assets, such as commission/incentive incurred on provision of services and products distribution, recovery charges etc., are recognised in the Statement of Profit and Loss on an accrual basis.

Notes forming part of the financial statements

2.6 Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value

2.7 Financial Instruments

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments.

(i) Financial assets

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivables and cash and cash equivalents.

Investment in subsidiaries

Investment in subsidiaries is recognised at cost and is not adjusted to fair value at the end of each reporting period. Cost of investment represents amount paid for acquisition of the said investment.

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

Financial Assets (other than investment in subsidiaries)

Initial measurement

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss.

Subsequent measurement

All equity investments in scope of Ind AS 109 'Financial Instruments' are measured at fair value.

All fair value changes of the equity instruments designated as FVTPL are recognised in statement of profit and loss.

All fair value changes, excluding dividends, of the equity instruments designated as FVOCI are recognised in Other Comprehensive Income, and not available for reclassification to profit or loss, even on sale of investments. Equity instruments at FVOCI are not subject to an impairment assessment.

Derecognition of Financial Assets

The Company derecognises a financial asset (or, where applicable, a part of a financial asset) when:

- (i) The right to receive cash flows from the asset have expired; or
- (ii) The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognised, the Company does not have any continuing involvement in the same.

On derecognition of a financial asset in its entirety, the difference between:

- (i) the carrying amount (measured at the date of derecognition) and
- (ii) the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

Impairment of financial assets

Expected Credit Loss (ECL) principles

The Company recognises loss allowances (provisions) for expected credit losses on its financial assets (including non-fund exposures) that are measured at amortised costs.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

The mechanics of ECL

The Company calculates ECLs based on probability weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to

Notes forming part of the financial statements

the Company in accordance with the contract and the cash flows that the Company expects to receive. The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of default (PD) - The probability of default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Exposure at default (EAD) - The exposure at default is an estimate of the exposure at a future default date.

Loss given default (LGD) - The loss given default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Trade Receivables

Write-offs

The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the client or borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss.

(ii) Financial liabilities

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings and subordinated debts. Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an enforceable legal right to offset the recognised amounts with an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

2.8 Provisions and Contingent liabilities

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates.

The Company operates in a regulatory and legal environment that, by nature, has an element of litigation risk inherent to its operations. Contingent liabilities are recognised when there is possible obligation arising from past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. For determining the probability and amount of liability, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

(ii) Deferred tax

Deferred tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets, if any, are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised either in OCI or in other equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation

Minimum Alternate Tax

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the MAT Credit Entitlement asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

2.10 Earning per share (basic and diluted)

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the period/year, except where the results are anti-dilutive.

2.11 Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.12 Property, plant and equipment

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'.

Depreciation on property, plant and equipment

Depreciation on property, plant and equipment

- Depreciation is provided on a pro-rata basis for all tangible assets on straight line method over the useful life of assets.
- Useful lives of assets are determined by the Management by an internal technical assessment.
- Depreciation on addition to assets and assets sold during the year is being provided for on a pro rata basis with reference to the month in which such asset is added or sold as the case may be.
- An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included under other income in the Statement of Profit and Loss when the asset is derecognised.
- The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Particulars	Useful life prescribed by Schedule II of the Companies Act, 2013 (in years)	Useful life estimated by Company (in years)
Buildings	60	60
Computer & Data Processing	6	6
• Servers and networks		
• End user devices(laptop,desktop etc.)	3	3
Furniture & Fixtures	10	10
Office Equipments	5	5
Air Conditioners	5	5

Notes forming part of the financial statements

2.13 Intangible assets and amortisation thereof

Intangible assets are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment. The intangible assets are amortised using the straight line method over a period of their useful lives estimated by the management. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.14 Impairment of non-financial assets

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

2.15 Retirement and other employee benefits

(i) Gratuity

The employees of the Company are eligible for gratuity in accordance with the Payment of Gratuity Act. Retirement benefits in the form of gratuity is considered as defined benefit obligation. The above benefit is funded and the present value of the obligation under such defined benefit plan is determined based on actuarial valuation. The valuation has been carried out using the Project Unit Credit Method as per Ind AS 19 to determine the Present Value of Defined Benefit Obligations and the related Current Service Cost and, where applicable, Past Service Cost. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

(ii) Provident fund

The Company contributes to a recognized provident fund which is a Defined Contribution Scheme. The contributions are accounted for on an accrual basis and recognized in the Statement of Profit and Loss.

(iii) Compensated absences

Unutilized leave of staff lapses as at the year end and is not encashable. Accordingly, no provision is made for compensated absences.

2.16 Fair value measurement

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Note 3 Cash and cash equivalents

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Cash on hand	0.45	0.47
Balances with banks in current accounts	193.14	392.88
Earmarked balances with banks (unpaid dividend)	2.63	2.63
Total	196.22	395.98

Note 4 Bank balance other than cash and cash equivalents

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed deposit with maturity for less than 12 months	7,875.71	2,833.00
Fixed deposit with maturity for more than 12 months	4,595.38	8,956.34
Interest accrued on fixed deposits	82.65	52.68
Total	12,553.75	11,842.02

Note 4(a) Breakup of deposits

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed deposits under lien with stock exchanges towards base capital	8,045.47	6,584.74
Fixed deposits lien with bank - Collateral security against bank overdraft facility	3,017.74	2,697.71
Fixed deposits lien with bank - Collateral security against bank overdraft facility of Wholly Owned Subsidiary*	1,198.89	2,494.89
Interest accrued on fixed deposits	82.65	52.68
Fixed deposits free from lien	209.00	12.00
Total	12,553.75	11,842.02

* As on March 31, 2024, the Company has pledged its term deposits aggregating to Rs.1,198.89 lakhs (previous year Rs 2,494.89 lakhs) for its wholly owned subsidiary to avail overdraft facility ; with an outstanding amount of Rs.907.17 lakhs (previous year Rs 1,869.79 lakhs) as at year end. In order to comply with Rule 8(1)(f) and 8(3)(f) of Securities Contracts (Regulation) Rules, 1957 (SCRR), the said term deposits are unpledged and the bank overdraft has been repaid by the subsidiary company subsequent to the current year ended March 31, 2024. The Management does not expect any material impact on the standalone financial statements for the year ended March 31, 2024 in respect of the above matter.

Note 5 Securities held for trading

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
At fair value through Profit or loss		
Securities held for trading	777.75	25.83
Total	777.75	25.83

Note 6 Trade receivables

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Receivables considered good - Unsecured	1,019.26	386.66
Receivables - Credit impaired	265.73	206.70
	1,284.99	593.36
Less: Impairment loss allowance *	(265.73)	(206.70)
Total	1,019.26	386.66
* includes provision made of Rs 117.50 lakhs on account of fraud on the Company by its employee (Refer Note 34)		

Trade Receivables ageing schedule (Current year)

(₹ in lakhs)

Particulars	Outstanding for the following period from due date of payment					As at 31st March 2024
	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed Trade receivables - considered good	977.91	4.92	6.81	6.74	22.87	1,019.26
(ii) Undisputed Trade Receivables - which have significant increase in credit risk						-
(iii) Undisputed Trade Receivables - credit impaired	170.33	1.87	14.75	1.44	77.35	265.73
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Sub-total	1,148.24	6.79	21.56	8.18	100.22	1,284.99
Less: Impairment loss allowance						(265.73)
Total						1,019.26

Trade Receivables ageing schedule (Previous year)

(₹ in lakhs)

Particulars	Outstanding for the following period from due date of payment					As at 31st March 2023
	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 3 Years	
(i) Undisputed Trade receivables - considered good	345.23	0.20	0.33	0.91	40.00	386.67
(ii) Undisputed Trade Receivables - which have significant increase in credit risk						-
(iii) Undisputed Trade Receivables - credit impaired	61.61	0.37	1.49	6.12	137.11	206.70
(iv) Disputed Trade Receivables - considered good						-
(v) Disputed Trade Receivables - which have significant increase in credit risk						-
(vi) Disputed Trade Receivables - credit impaired						-
Sub-total	406.84	0.57	1.82	7.03	177.11	593.37
Less: Impairment loss allowance						(206.70)
Total						386.66

Note 7 Loans

(₹ in lakhs)

Particulars	As at	
	31 March 2024	31 March 2023
(A) At Amortised cost		
Margin trade funding (MTF)	3,948.06	1,062.11
Loan to employees	2.90	1.81
Less: Impairment loss allowance	18.21	10.62
Total (A) Net	3,932.75	1,053.30
(B) Secured/Unsecured		
Margin trade funding - Secured by tangible assets	3,948.06	1,062.11
Unsecured	2.90	1.81
Less: Impairment loss allowance	18.21	10.62
Total (B) Net	3,932.75	1,053.30
(C) Loans in India		
Public Sector	-	-
Others	3,950.96	1,063.92
Less: Impairment loss allowance	18.21	10.62
Total (C) Net	3,932.75	1,053.30

Note 8 Investments

(₹ in lakhs)

Particulars	As at	
	31 March 2024	31 March 2023
(A1) Unquoted investments at cost		
In equity instruments of subsidiary companies* (fully paid up)		
48,00,000 (Previous Year : 48,00,000) Equity Shares of Inventure Finance Private Limited	5,511.29	5,511.29
21,90,100 (Previous Year : 21,90,100) Equity Shares of Inventure Commodities Limited	219.01	219.01
6,49,994 (Previous Year : 6,49,994) Equity Shares of Inventure Wealth Management Limited	57.28	57.28
6,00,020 (Previous Year : 6,00,020) Equity Shares of Inventure Insurance Broking Private Limited	40.00	40.00
16,10,000 (Previous Year : 16,10,000) Equity Shares of Inventure Merchant Banker Services Private Limited	801.00	801.00
1,00,000 (Previous Year : 1,00,000) Equity Shares of Inventure Developers Private Limited	10.00	10.00
Total investments in equity instruments of subsidiary companies (I)	6,638.58	6,638.58
*The Company has elected to measure investment in subsidiaries at deemed cost as per Ind AS 27/ Ind AS 101		

(A2) At Amortised cost		
17,49,010 (Previous Year : 17,49,010) Equity Shares of Gujarat Narmada Flyash Company Limited of ₹ 10/- each	151.45	151.45
Less: Impairment loss allowance	(151.45)	(151.45)
Total investment in equity instrument of other companies (II)	-	-
In Treasury bill (364T290623)	-	10.00
In G-SEC 738GS2027	10.00	10.00
Total investment in Government Securities* (III)	10.00	20.00
*includes ₹ 10 Lakhs (Previous year ₹ 20 lakhs) pledged with Bombay Stock Exchange		
Total investments (I+II+III)	6,648.58	6,658.58
Investments in India	6,648.58	6,658.58
Investments outside India	-	-

* Note 8A Significant investment in the subsidiaries

Name of the Company	Principal place of business	Holding/Subsidiary/Associate
Inventure Finance Private Limited	India	Wholly Owned Subsidiary
Inventure Wealth Management Limited		
Inventure Insurance Broking Private Limited		
Inventure Merchant Banker Services Private Limited		
Inventure Developers Private Limited		
Inventure Commodities Limited		Subsidiary (99.97%)
The Company has initiated to seek advice on restructuring its investment in subsidiaries in order to comply with Rule 8(1)(f) and 8(3)(f) of Securities Contracts (Regulation) Rules, 1957 (SCRR). The Management does not expect any material impact on the financial statements in respect of the above matter.		

Note 9 Other financial assets

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
At Amortised Cost		
Deposits with stock exchanges	491.26	400.35
Deposit with professional clearing member	52.75	-
Deposit with depository	2.50	2.50
Other deposits	521.94	21.63
Total	1,068.45	424.48

Note 10 Current tax assets (net)

(₹ in lakhs)

Particulars	As at	As at
	31 March 2024	31 March 2023
Income tax paid (net of provision for tax)	99.51	203.74
Total	99.51	203.74

Notes forming part of the financial statements

(₹ in lakhs)

Particulars	Gross Block			Accumulated Depreciation / Amortisation			Net Block		
	As at 1 April 2023	Additions	Deductions	As at 31 March 2024	As at 1 April 2023	For the year	On disposal/ Adjustments	As at 31 March 2024	As at 31 March 2023
Property, plant and equipment									
<u>Own Assets:</u>									
Building	776.71	-	-	776.71	194.11	9.71	-	572.89	582.60
Furniture and Fixtures	359.45	0.80	-	360.25	333.94	12.61	-	13.69	25.50
Vehicles	89.86	-	-	89.86	89.86	-	-	-	-
Office Equipment	123.74	10.22	-	133.96	109.79	4.51	-	19.65	13.95
Air Conditioners	48.07	-	-	48.07	45.51	0.93	-	1.63	2.56
Computers	131.43	14.17	-	145.60	112.46	10.78	-	22.36	18.98
Total	1,529.26	25.19	-	1,554.46	885.68	38.55	-	924.23	643.59

There is no Capital work-in-progress during the year and as at 31st March 2024. Accordingly disclosure requirement of (i) Capital work-in-progress ageing and (ii) Overdue completion of Capital work-in-progress or exceeded cost as compared to original plan is not applicable.

(₹ in lakhs)

Particulars	Gross Block			Accumulated Depreciation / Amortisation			Net Block		
	As at 1 April 2023	Additions	Deductions	As at 31 March 2024	As at 1 April 2023	For the year	On disposal/ Adjustments	As at 31 March 2024	As at 31 March 2023
Intangible assets									
<u>Own Assets:</u>									
Computer Software	112.94	-	-	112.94	110.34	2.13	-	112.47	2.60
Membership with Stock Exchanges	291.60	-	-	291.60	226.95	24.94	-	251.89	64.65
Total	404.54	-	-	404.54	337.29	27.06	-	364.36	67.25

Notes forming part of the financial statements

Note 11 Property, plant and equipment (Previous year)

Particulars	Gross Block				Accumulated Depreciation / Amortisation				Net Block	
	As at 1 April 2022	Additions	Deductions	As at 31 March 2023	As at 1 April 2022	For the year	On disposal/ Adjustments	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022
Property, plant and equipment										
<u>Own Assets:</u>										
Building	776.71	-	-	776.71	184.24	9.87	-	194.11	582.60	592.47
Furniture and Fixtures	359.18	0.27	-	359.45	321.37	12.57	-	333.94	25.50	37.81
Vehicles	89.86	-	-	89.86	89.86	-	-	89.86	-	-
Office Equipment	120.91	2.83	-	123.74	106.42	3.37	-	109.79	13.95	14.50
Air Conditioners	46.20	2.42	0.56	48.07	44.83	1.24	0.56	45.51	2.56	1.37
Computers	124.16	7.28	-	131.43	103.58	8.88	-	112.46	18.98	20.58
Total	1,517.02	12.80	0.56	1,529.26	850.30	35.94	0.56	885.68	643.59	666.73

There is no Capital work-in-progress during the year and as at 31st March 2023. Accordingly disclosure requirement of (i) Capital work-in-progress ageing and (ii) Overdue completion of Capital work-in-progress or exceeded cost as compared to original plan is not applicable.

Note 11A Intangible assets

Particulars	Gross Block				Accumulated Depreciation / Amortisation				Net Block	
	As at 1 April 2022	Additions	Deductions	As at 31 March 2023	As at 1 April 2022	For the year	On disposal/ Adjustments	As at 31 March 2023	As at 31 March 2023	As at 31 March 2022
<u>Own Assets:</u>										
Computer Software	112.94	-	-	112.94	107.30	3.04	-	110.34	2.60	5.64
Membership with Stock Exchanges	291.60	-	-	291.60	202.02	24.94	-	226.95	64.65	89.58
Total	404.54	-	-	404.54	309.32	27.98	-	337.29	67.25	95.22

There are no Intangible assets under development

Note 12 Other non-financial assets

(₹ in lakhs)

Particulars	As at	As at
	31 March 2024	31 March 2023
Prepaid expenses	50.47	53.18
Advances to suppliers and others	12.57	22.65
Indirect tax input credits	15.27	10.27
Accrued income	0.18	0.18
Net defined benefit asset	-	14.74
Total	78.49	101.02

Note 13 Derivative Financial instruments

(₹ in lakhs)

Particulars	As at	As at
	31 March 2024	31 March 2023
At fair value through Profit & Loss		
Derivative financial instrument (asset)/liability	114.68	-
Total	114.68	-

Note 14 Trade Payables

(₹ in lakhs)

Particulars	As at	As at
	31 March 2024	31 March 2023
(i) Total outstanding dues of micro enterprise and small enterprises	1.28	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	6,525.87	3,560.67
Total	6,527.15	3,560.67

The details of amount outstanding to Micro, Small and Medium Enterprises defined under "Micro, Small and Medium Enterprises Development Act, 2006" (as identified based on information available with the Company and relied upon by the Auditors is as under).

(₹ in lakhs)

Particulars	As at	As at
	31 March 2024	31 March 2023
Principal amount due and remaining unpaid *	0.34	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

* The disclosures in respect of the amounts payable to such enterprises as at March 31, 2024 and March 31, 2023 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Trade Payables ageing schedule

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2024
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1.28	-	-	-	1.28
(ii) Others	6,483.76	4.77	2.89	34.45	6,525.87
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	6,485.05	4.77	2.89	34.45	6,527.15

Trade Payables ageing schedule

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment				As at 31st March 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	3,539.02	0.95	0.07	23.26	3,563.30
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	3,539.02	0.95	0.07	23.26	3,563.30

Note 15 Borrowings

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
At Amortised cost		
Secured		
Overdraft facility from banks (secured against lien of term deposits with banks)	1,442.33	914.65
Total	1,442.33	914.65
Borrowings in India	1,442.33	914.65
Borrowings outside India	-	-
Total	1,442.33	914.65

Particulars of borrowings

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Overdraft facility from banks		
HDFC Bank Limited - Secured against Term Deposits	1,442.27	914.65
Punjab National Bank - Secured against Term Deposits	0.06	-

Note 16 Deposits**(₹ in lakhs)**

Particulars	As at 31 March 2024	As at 31 March 2023
At Amortised cost		
Security deposits from clients and sub brokers	658.18	437.53
Total	658.18	437.53

Note 17 Other financial liabilities**(₹ in lakhs)**

Particulars	As at 31 March 2024	As at 31 March 2023
Unpaid dividend	2.63	2.63
Balance with clearing corporations	578.72	5.02
Provision for Client Compensation (Refer note 34)	231.75	-
Total	813.10	7.65

Note 18 Provisions**(₹ in lakhs)**

Particulars	As at 31 March 2024	As at 31 March 2023
Gratuity	1.01	-
Total	1.01	-

Note 19 Deferred tax (assets)/liabilities (net)**(in lakhs)**

Particulars	As at 31 March 2024	As at 31 March 2023
Deferred tax liabilities:		
Property, plant & equipment & other intangible assets	126.90	126.25
Total	126.90	126.25
Deferred tax assets:		
Expected credit loss/provisions	82.68	60.46
Remeasurements of net defined benefit expenses	18.75	15.57
MAT credit entitlement	-	39.36
Total	101.44	115.39
Net Deferred tax (assets)/liabilities	25.46	10.86

Note 20 Other non financial liabilities**(₹ in lakhs)**

Particulars	As at 31 March 2024	As at 31 March 2023
Revenue received in advance	0.33	0.15
Statutory dues payable	20.84	27.77
Total	21.17	27.92

Note 21 Equity share capital

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Authorised 1,250,000,000 (Previous year: 1,250,000,000) Equity Shares of ₹ 1/- each	12,500.00	12,500.00
Issued 840,000,000 (Previous year: 840,000,000) Equity Shares of ₹ 1/- each	8,400.00	8,400.00
Subscribed and fully paid up 840,000,000 (Previous year: 840,000,000) Equity Shares of ₹ 1/- each	8,400.00	8,400.00
Total	8,400.00	8,400.00

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	No of shares	(₹ in lakhs)
Equity share capital issued, subscribed and fully paid up as at 1 April 2022	84,00,00,000	8,400.00
Add: Issued during the year	-	-
As at 31 March 2023	84,00,00,000	8,400
Equity share capital issued, subscribed and fully paid up as at 1 April 2023	84,00,00,000	8,400.00
Add: Issued during the year	-	-
As at 31 March 2024	84,00,00,000	8,400.00

(b) The Company has one class of Equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for 1 vote per share held. The dividend if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In event of liquidation the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholdings.

(c) Details of shareholders holding more than 5% shares in the company:

Name of Shareholder	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% holding	No. of Shares	% holding
Equity shares of ₹ 1/- each fully paid - Kanji B. Rita	22,16,43,270	26.39%	22,16,43,270	26.39%

(d) Disclosure of Shareholding of Promoters

Shares held by promoters at the end of the current year					
Promoter Name	As at 31 March 2024		As at 31 March 2023		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Kanji B Rita	22,16,43,270	26.39%	22,16,43,270	26.39%	-
Kanji B Rita(HUF)	1,11,120	0.01%	1,11,120	0.01%	-
Shares held by promoters at the end of the previous year					
Promoter Name	As at 31 March 2023		As at 31 March 2022		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Kanji B Rita	22,16,43,270	26.39%	22,16,43,270	26.39%	-
Kanji B Rita(HUF)	1,11,120	0.01%	1,11,120	0.01%	-

Note 22 Other equity**(₹ in lakhs)**

Particulars	As at 31 March 2024	As at 31 March 2023
Reserves and Surplus		
Capital Reserve		
Balance at the beginning of the year	20.25	20.25
Addition during the year	-	-
Balance at the end of the year	20.25	20.25
Security premium		
Balance at the beginning of the year	715.11	715.11
Addition during the year	-	-
Balance at the end of the year	715.11	715.11
Taxation Reserve		
Balance at the beginning of the year	125.00	125.00
Addition during the year	-	-
Balance at the end of the year	125.00	125.00
Retained Earnings		
Balance at the beginning of the year	2,940.58	2,520.23
Profit/(Loss) for the year	605.65	420.35
Balance at the end of the year	3,546.23	2,940.58
General Reserve		
Balance at the beginning of the year	4,648.22	4,648.22
Transferred to Retained Earnings	-	-
Balance at the end of the year	4,648.22	4,648.22
Other Comprehensive Income		
Balance at the beginning of the year	(5.99)	(10.37)
Movement in other comprehensive income (net)	(6.74)	4.38
Balance at the end of the year	(12.73)	(5.99)
Total Other Equity	9,042.08	8,443.17

Nature and Purpose of Reserve
(a) Capital Reserve
Capital reserve represents amount paid up on partly paid equity shares forfeited due to non-payment of call money.
(b) Securities premium
Securities Premium reserves is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares, writing off the preliminary expenses in accordance with the provisions of the Companies Act, 2013.
(c) Taxation Reserve
Amount set aside to meet with substantial tax litigation if any.
(d) Retained earnings
Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.
(e) General reserve
Under the erstwhile Companies Act, 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilized only in accordance with the specific requirements of Companies Act, 2013.
(f) Other comprehensive income
Other comprehensive income consist of remeasurement gains/losses on employees defined benefit expenses and change in fair value of investments.

Note 23 Interest income**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest on margin trading funding	373.37	167.47
Interest on term deposits with banks	537.02	445.56
Total	910.39	613.03

Note 24 Dividend income**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Dividend received on shares held as stock in trade	2.91	0.20
Total	2.91	0.20

Note 25 Fees and commission income**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Brokerage	2,678.25	1,767.85
Depository operations	166.76	61.09
Research and advisory fees	0.30	1.50
Total	2,845.31	1,830.44

Note 26 Net gain on fair value changes**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Net gain/(loss) on Financial instruments at fair value through profit or loss		
(i) Securities held for trading	389.42	15.73
(ii) Derivatives	166.95	22.79
Total	556.38	38.52
Fair Value Changes:		
- Realised gain/(loss)	624.90	38.52
- Unrealised gain/(loss)	(68.52)	-
Total	556.38	38.52

Note 27 Other operating income**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Delayed payment charges from clients	101.35	111.56
Turnover charges	224.74	183.09
Total	326.09	294.65

Note 28 Other income**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income on term deposits with bank	100.80	124.96
Other interest income	21.27	4.18
Interest on income tax refund	-	0.99
Dividend on mutual funds	-	0.85
Miscellaneous income	52.97	12.77
Rent Income	0.44	-
Profit on sale of mutual funds	-	4.47
Total	175.49	148.22

Note 29 Finance costs**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
On instruments measured at amortized cost		
Interest on borrowings	54.26	14.54
Interest on income tax	-	0.44
Other interest expense	43.22	16.23
Total	97.48	31.21

Note 30 Fees and commission expense**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Sub- brokerage	1,691.93	1,017.69
Total	1,691.93	1,017.69

Note 31 Impairment/(Reversal) on Financial Instruments**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
On financial instruments measured at amortised cost		
Impairment loss allowance:		
On receivables	5.19	(28.93)
On Loans (MTF)	7.59	0.70
Total	12.78	(28.23)

Note 32 Employee benefits expenses**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries	547.13	499.41
Contributions to Provident and Other Funds	34.75	38.28
Employees' gratuity expenses	15.03	11.81
Staff welfare expenses	25.58	23.00
Total	622.50	572.50

Note 33 Other expenses**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Transaction Charges	221.85	179.78
Payment to franchisees	33.86	12.73
Commission to Arbitrager	11.53	5.55
Stock exchange expenses	49.06	31.62
SEBI fees	19.83	9.05
Depository charges	43.07	26.84
Rent, taxes and energy costs	32.39	34.78
Repairs and maintenance	56.35	50.78
Printing & stationery	3.72	3.55
Communication cost	74.66	44.26
Computer & software expenses	11.47	14.70
Legal and professional fees	187.53	94.62
Auditor's remuneration*	12.82	6.28
Directors sitting fees	6.50	11.25
Insurance	8.33	14.60
Travelling & conveyance expenses	1.23	1.65
Rates and taxes	7.65	7.70
Advertisement and business promotion	19.63	17.63
Membership & subscription	52.82	37.13
Client compensation	4.41	-
Donations	1.06	9.39
CSR Expenditure	20.90	14.61
Increase in authorised share capital expense	28.75	-
Miscellaneous expenses	65.20	36.21
Total	974.59	664.69

Auditor's remuneration*(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Statutory audit fees	7.70	2.85
Limited review reports	3.75	2.25
Taxation services	0.68	0.80
Certification services	0.69	0.38
Total	12.82	6.28

Note 34 Exceptional item**(₹ in lakhs)**

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Exceptional item *	349.25	-
Total	349.25	-

* During the year, a fraud was committed on the Company by one of the key employee, by siphoning Company's depository income aggregating to Rs 117.50 lacs (net of recovery of Rs 3.54 lakhs) to his personal trading accounts by passing fake journal voucher entries from Company through the use of general code ledgers. The said employee also fraudulently transferred securities from the DP account of the clients to his personal DP accounts. The value of such securities is estimated of Rs 231.75 lakhs as on March 31, 2024.

Some of affected DP account holders raised a claim against the Company to replenish their transferred shares. Considering the underlying facts and circumstances, the Company is of the view that the said affected DP holders are relatives of and in connivance with the said employee. These wrongful journal entries and fraudulently transferring securities off market from certain DP accounts to his personal DP account, were not only unauthorized but were effected without the knowledge or consent of the Board of Directors. A Police complaint dated December, 19 2023 was filed against the fraudulent employee, however First Information Report [FIR] is awaited. CDSL is also inspecting the matter and their report is awaited.

As a prudent measure and based on the Generally Accepted Accounting Policies (GAAP), pending recovery of illegal transfer of income of Rs. 117.50 lacs and the estimated market value of fraudulently transferred securities involved as on March 31, 2024 of Rs. 231.75 lakhs, the Company has made full provision for the aggregate amount of Rs. 349.25 lakhs (Refer note 17 and note 6) and disclosed separately as Exceptional Item in the Statement of Profit and Loss Account for the year ended March 31, 2024. Legal actions for recovery of such amount with interest are being initiated against the employee. The matter was considered by the Board of Directors in their earlier meeting held on February 5, 2024 and thereafter intimated to National Stock Exchange and Bombay Stock Exchange followed by responses to the queries raised by NSE in this regard.

Note 35 EARNINGS PER SHARE

Basic Earnings per share

The calculations of profit attributable to equity shareholders and number of equity shares outstanding for purposes of basic earnings per share calculations are as follows:

PARTICULARS		For the year ended 31 March 2024	For the year ended 31 March 2023
a	Equity shares of face value of Re 1 each outstanding during the year	84,00,00,000	84,00,00,000
b	Net (loss)/profit after tax available for equity shareholders (Amount in lakhs)	605.65	420.35
c	Basic earnings per share of Re. 1 each (=b/a)	0.07	0.05

Diluted earnings per share

The calculations of diluted earnings per share is based on profit attributable to shareholders and number of equity shares outstanding after adjustment for the effects of all dilutive potential equity shares. In the absence of any dilutive potential equity shares, the dilutive earnings per share is same as the basic earnings per share calculated herein above.

Note 36 SEGMENT INFORMATION

The Company's operations predominantly consist of "Securities broking and incidental activities". Hence there are no reportable segments under Indian Accounting Standard- 108. During the year under report the Company was engaged in its business only within India. The conditions prevailing in India being uniform, no separate geographical disclosures are considered necessary.

Note 37 RELATED PARTY DISCLOSURES

Nature of Relationship	Name of Company
	Inventure Finance Private Limited
Subsidiaries Companies	Inventure Commodities Limited
	Inventure Mercant Banker Services Private Limited
	Inventure Wealth Management Private Limited
	Inventure Insurance Broking Private Limited
	Inventure Developers Private Limited
Director and Key Management Personnel	Kanji B. Rita
	Kamlesh S Limbachiya
	Lasha Meet Rita
Key Management Personnel (KMP)	Arvind Jethalal Gala
	Shikha Ashok Mishra
Relative of Director	Meet Kanji Rita
	Harilal B Rita
	Shantiben K. Rita
	Neeta Mukesh Gada
	Kalavati K. Limbachiya
	Manjulaben Shankarlal Limbachiya
	Sagar K. Limbachiya
	Mitaxi Vinod Limbachiya
	Kusum Limbachiya
	Parvati Lalji Chheda
	Jayesh Rupshi Shah
	Damji Champsi Chheda
	Kantilal B Rita
	Keshav Damji Shah
	Chhaya Surji Chheda
	Daxa Jayanti Gada
	Bharat Shah
Shantilal B Rita	
Relative of Key Management Personnel(KMP)	Kunjil A. Gala
	Mithil Arvind Gala
	Dhairya Arvind Gala
	Mukesh Jethalal Gala
	Dhruvil Mukesh Gala
Enterprises significantly influenced by the KMP	Arvind J. Gala HUF
	Jethalal Bhachu Gala HUF
	Arvind Gala Advisory Services (OPC) Private Limited
	Dhairya Management Service Private Limited
	Kanji B Rita HUF
	Shantilal B Rita HUF
	Harilal B Rita HUF
	Surji Damji Chheda HUF
	Keshvi Developers Private Limited
	Chhaya Securities Private Limited
	Trushti Enterprise LLP
	Pioneer Securities Private Limited
	Kamlesh S Limbachiya HUF
Kenorita Realty LLP	

Notes forming part of the financial statements

(B) Details of Related Party transactions during the year ended 31 March 2024

(₹ in lakhs)

Name of the related party and nature of transaction	Nature of Relationship	Transaction amount	
		For the year ended 31st March 2024	For the year ended 31st March 2023
Remuneration paid			
Kanji B. Rita	Director and Key Management Personnel	51.60	51.60
Lasha Meet Rita	Director and Key Management Personnel	16.13	16.13
Kamlesh S Limbachiya	Director and Key Management Personnel	25.80	25.80
		93.53	93.53
Salary Paid			
Dhruvil Mukesh Gala	Relative of Key Management Personnel (KMP)	5.81	-
Krushmi K Rita	Relative of Director	0.55	-
Arvind Jethalal Gala	Key Management Personnel (KMP)	15.96	14.56
Bhavi R Gandhi	Key Management Personnel (KMP)	-	8.84
Shikha Misha	Key Management Personnel (KMP)	6.05	-
		28.37	23.41
Loans & Advances received back			
Inventure Developers Private Limited	Subsidiary Company	-	0.20
		-	0.20
Interest received on loan			
Inventure Developers Private Limited	Subsidiary Company	-	0.0006
		-	0.00
Brokerage & DP charges income			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	0.22	0.12
Arvind J. Gala HUF	Enterprises significantly influenced by Directors and KMP	0.00	0.00
Arvind Jethalal Gala	Key Management Personnel (KMP)	0.00	0.00
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.02
Chhaya Surji Chheda	Relative of Director	0.54	-
Damji Champsi Chheda	Relative of Director	0.26	-
Daxa Jayanti Gada	Relative of Director	0.28	-
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	0.18	0.40
Inventure Commodities Limited	Subsidiary Company	0.51	0.04
Inventure Finance Private Limited	Subsidiary Company	0.01	-
Inventure Insurance Broking Private Limited	Subsidiary Company	0.01	0.01
Inventure Merchant Banker Services Private Limited	Subsidiary Company	0.12	0.03
Inventure Wealth Management Limited	Subsidiary Company	0.00	-
Harilal B Rita HUF	Enterprises significantly influenced by Directors and KMP	-	0.02
Harilal B Rita	Director and Key Management Personnel	-	2.05
Heena Harilal Rita	Relative of Director	-	0.10
Jayesh Rupshi Shah	Relative of Director	3.07	1.55
Jinisha Harilal Rita	Relative of Director	-	0.41
Kamla Harilal Rita	Relative of Director	-	0.16
Kunjil Arvind Gala	Relative of Key Management Personnel (KMP)	-	0.00
Lasha Meet Rita	Director and Key Management Personnel	-	0.20
Mitaxi Vinod Limbachiya	Relative of Director	-	0.00
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	0.63	-
Keshav Damji Shah	Relative of Director	0.03	-
Kunjil Arvind Gala	Relative of Key Management Personnel (KMP)	0.00	-
Mithil Arvind Gala	Relative of Key Management Personnel (KMP)	0.02	-
Mukesh Jethalal Gala	Relative of Key Management Personnel (KMP)	0.001	-
Neeta Mukesh Gada	Relative of Director	0.02	0.01
Padma Shantilal Rita	Relative of Director	-	0.02
Parth Harilal Rita	Relative of Director	-	0.21
Romil shantilal Rita	Relative of Director	-	0.46
Pioneer Securities Private Limited	Relative of Director	0.01	-
Shantiben Kanji Rita	Relative of Director	0.003	0.20
Shantilal Bhachubhai Rita	Relative of Director	0.01	0.08
Shantilal Bhachubhai Rita HUF	Enterprises significantly influenced by Directors and KMP	0.02	0.02
Surji Damji Chheda HUF	Enterprises significantly influenced by Directors and KMP	0.004	-
Surji Dhamji Chheda	Independent Director	0.10	-
Trushti Enterprises LLP	Enterprises significantly influenced by Directors and KMP	0.003	-
		6.03	6.11
Sub-brokerage Paid			
Kunjil Arvind Gala	Relative of Key Management Personnel (KMP)	14.98	2.98
Jethalal B Gala	Relative of Key Management Personnel (KMP)	0.00	-
Jayesh Rupshi Shah	Relative of Director	0.05	-
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	0.07	-
		15.11	2.98
Margin trade funding given			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	68.33	33.00
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	-	108.58
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.10
Jayesh Rupshi Shah	Relative of Director	184.06	37.97
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	60.36	106.08
		312.76	145 285.73

Notes forming part of the financial statements

(₹ in lakhs)

Margin trade funding repaid			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	45.36	50.20
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	-	163.71
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.38
Jayesh Rupshi Shah	Relative of Director	130.78	15.91
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	121.23	51.32
		297.37	281.51
Interest on margin trade funding			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	3.76	4.94
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	-	6.08
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.01
Jayesh Rupshi Shah	Relative of Director	10.26	2.98
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	2.99	2.99
		17.01	17.00
Delayed payment charges			
Daxa jayanti gada	Relative of Director	0.00	-
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.0008
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	-	0.10
Shantilal Bhachubhai Rita HUF	Enterprises significantly influenced by Directors and KMP	-	0.00
Jayesh Rupshi Shah	Relative of Director	0.36	1.30
Neeta Mukesh Gada	Relative of Director	0.00	-
		0.36	1.39
Professional Fees #			
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	80.00	-
		80.00	-
Security Deposit #			
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	500.00	-
		500.00	-
Outstanding Balances			
Trade Payables			
Daxa jayanti gada	Relative of Director	7.16	-
Kunjal Arvind Gala	Relative of Key Management Personnel (KMP)	0.53	0.16
Lasha Meet Rita	Director and Key Management Personnel	-	0.03
Jayesh Rupshi shah	Relative of Director	-	4.83
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	-	4.80
		7.69	9.82
Trade Receivable			
Pioneer Securities Private Limited	Enterprises significantly influenced by Directors and KMP	0.002	-
Shantiben Kanji Rita	Relative of Director	0.004	0.004
Arvind Jethalal Gala	Key Management Personnel (KMP)	0.01	-
Neeta Mukesh Gada	Relative of Director	-	0.004
Shantilal Bhachubhai Rita	Relative of Director	-	0.004
Jayesh Rupshi shah	Relative of Director	2.77	-
		2.78	0.01
Margin trade funding			
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	1.09	61.95
Jayesh Rupshi shah	Relative of Director	75.34	22.06
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	78.45	55.48
		154.88	139.49

Figures in brackets relate to previous year.

All Related Party Transactions entered during the current and previous year were in ordinary course of the business and on arm's length basis.

Related party transactions with Dhairya Management Services Pvt Ltd, aggregating to Rs 580 lakhs being material, are subject to shareholders' approval. The security deposit of Rs.300 lakhs has been received back by the Company in the subsequent financial year. The Company does not expect any material impact on the financial statements in respect of the above matter.

(₹ in lakhs)

Type of Borrowers	As at 31 March 2024		As at 31 March 2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related parties				
- Margin trade funding	154.88	3.92%	139.49	13.11%
- Wholly owned subsidiary	-	0.00%	-	0.00%
Total Loans to related party	154.88	3.92%	139.49	13.11%
Total outstanding loans and advances (Gross)	3,950.96		1,063.92	

Note 38 DISCLOSURES UNDER SECTION 186 OF COMPANIES ACT 2013

Securities (term deposits with banks) provided for Subsidiary's borrowings during the financial year ended 31 March 2024 (₹ in lakhs)

Name of the Company	Nature of relationship	Security of Fixed Deposit given during the year*	Balance as on 31 March 2024	Purpose of the security
Inventure Finance Private Limited	Wholly Owned Subsidiary	199.00	1,198.89	Expansion of business

*As on 31 March 2024, the Company has pledged its term deposits aggregating to Rs.1,198.89 lakhs for its wholly owned subsidiary to avail overdraft facility; with an outstanding amount of Rs.907.17 lakhs as at year end. In order to comply with Rule 8(1)(f) and 8(3)(f) of Securities Contracts (Regulation) Rules, 1957 (SCRR), the said term deposits are unpledged and the bank overdraft has been repaid by the subsidiary company subsequent to the current year ended 31 March 2024.

Securities (term deposits with banks) provided for Subsidiary's borrowings during the financial year ended 31 March 2023 (₹ in lakhs)

Name of the Company	Nature of relationship	Security of Fixed Deposit given during the year*	Balance as on 31 March 2023	Purpose of the security
Inventure Finance Private Limited	Wholly Owned Subsidiary	999.89	2,494.89	Expansion of business

*Term deposits aggregating to Rs.999.89 lakhs maturing during the financial year ended 2022-23, have been renewed with bank during the financial year as security against borrowings of wholly owned subsidiary.

Note 39 CONTINGENT LIABILITIES (not provided for)

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Income tax demands in appeal before the first appellate authority.	347.82	224.98
(ii) SEBI Whole Time Member (WTM) passed an order against the Company and its directors (including independent directors and a non executive director) and officers for violation of SEBI ICDR Regulations. The said order was challenged before the Securities Appellate Tribunal (SAT), by an appeal by the Company and others. The SAT, by its order dated 10.10.2019 gave full relief to the independent directors & non executive directors and partial relief to the Company and its directors & officers. However, before disposal of the appeals by SAT, SEBI's Adjudication Officer (AO) passed an order dated 30.08.2019 to levy penalty of Rs. 75 lakhs on the Company and various penalties on Others, u/s 15HA & 15HB of the SEBI Act. On an appeal to SAT, the said penalty orders on the Company & Others have been set aside vide an order dated 26.02.2020 and the matter has been remitted to the AO to decide them afresh. The Company has filed an appeal on 28.11.2020 before Supreme Court against the aforesaid order of WTM dated 10.10.2019 which is pending for disposal as on 31.03.2024	Not ascertainable	Not ascertainable
(iii) The National Stock Exchange (NSE) passed penalty order dated 28th April, 2023 alleging misuse of client's funds. The Company has filed review application with supporting documents with NSE in defence to establish that the penalty is levied on the basis of incorrect facts, premises and calculations. A final order from the Member and Core Settlement Guarantee Fund Committee (MCSGFC) is awaited as on 31st March, 2024. The management is of the opinion that no cash outflow is likely arise to out of the said alleged penalty order.	56.52	-

Note 40 EMPLOYEE BENEFITS**Gratuity**

The employees of the Company are eligible for gratuity in accordance with the Payment of Gratuity Act. To meet its obligation the company has a Defined Employee Benefit Plan. The valuation for the purpose of contribution the funded plan has been carried based on Project Cost Unit method as per Ind AS 19 to determine the Present Value of Defined Benefit Obligations and the related Current Service Cost and, where applicable, Past Service Cost.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Movement in defined benefit obligation

(₹ in lakhs)

PARTICULARS	For the year ended 31 March 2024	For the year ended 31 March 2023
Present value of obligation as at the beginning	120.87	131.75
Current service cost	16.46	12.93
Interest expense or cost	8.94	9.11
Return on Plan Asset (more)/less than expected based on discount rate	(10.38)	(10.23)
Benefits payout plans	-	(21.60)
Re measurements due to :		
- Actuarial loss / (gain) arising from change in financial assumptions	2.32	0.91
- Actuarial loss / (gain) arising from change in demographic assumptions	-	(10.69)
- Actuarial loss / (gain) arising on account of experience changes	6.58	(1.52)
Return on Plan Asset (more)/less than expected based on discount rate	10.38	10.23
Present value of obligation as at the end	155.18	120.87
Movement in Plan Assets		
Fair Value of plan assets as at beginning	135.61	141.55
Employer contribution to funded scheme	9.20	10.14
Employer contribution on behalf of subsidiaries	-	-
Benefits payout from plan	-	(21.60)
Actual Return on Plan Asset	9.35	5.52
Fair Value of plan assets as at end	154.17	135.61
Net defined benefit liability/(asset) as at the end of the year	1.01	(14.74)

Expenses recognised to the Statement of Profit & Loss

(₹ in lakhs)

PARTICULARS	For the year ended 31 March 2024	For the year ended 31 March 2023
Current service cost	16.46	12.93
Interest Cost/(Income) on the Net Defined Benefit Liability /(Asset)	(1.43)	(1.12)
Expenses/(Income) recognised to the Statement of Profit and Loss	15.03	11.81

Key actuarial assumptions

PARTICULARS	For the year ended 31 March 2024	For the year ended 31 March 2023
Discount Rate (p.a.)	7.24%	7.40%
Salary growth rate (p.a.)	10.00%	10.00%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/rates available bonds as on the current validation date.

Note 41 FINANCIAL RISK MANAGEMENT

The company has established a comprehensive system for risk management and internal controls for all its businesses to manage the risks that it is exposed. The objective of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallization of such risks.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The risk management system features 'three lines of defence' approach.

The first line of defence comprises its operational departments, which assume primary responsibility for their own risks and operate within the limits stipulated in various policies approved by the Board or by committees constituted by the Board.

The second line of defence comprises specialized department such as risk management and compliance. They employ specialized methods to identify and assess risks faced by the operational departments and provide them with specialized risk management tools and methods, facilitate and monitor the implementation of effective risk management practices, develop monitoring tools for risk management, internal controls and compliances, report risk related information and promote the adoption of appropriate risk prevention measures.

The third line of defence comprise the internal audit and external audit functions. They monitor and conduct periodic evaluations of the risk management, internal controls and compliance activities to ensure the adequacy of risk controls and appropriate risk governance and provide the Board with comprehensive feedback.

A Credit risk

It is risk of financial loss that the Company will incur a loss because its customers or counterparties to financial instruments fails to meet its contractual obligation.

The Company's financial assets comprises of cash and bank balances, trade receivables, loans, investments and other financial assets which comprise mainly of deposits.

The maximum exposure to credit risk at the reporting date is primarily from Company's trade receivables.

Trade receivables

The Company applies the Ind AS 109 simplified approach to measuring expected credit losses (ECLs) for trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables are calculated based on actual historic credit loss experience over the preceding three to five years on the total balance of non-credit impaired trade receivables. The Company considers a trade receivable to be credit impaired when one or more detrimental events have occurred, such as significant financial difficulty of the client or it becoming probable that the client will enter bankruptcy or other financial reorganization. When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognized in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

(₹ in lakhs)

PARTICULARS	As at	
	31-Mar-24	31-Mar-23
Trade receivables	1,284.99	593.36
Less : Expected credit loss	265.73	206.70
Trade receivables(net)	1,019.26	386.66

Loans

Loans comprise of margin trade funding (MTF) and loan to employees.

MTF are secured loans. The Company applies the Ind AS 109 simplified approach to measuring expected credit losses (ECLs) for MTF at an amount equal to lifetime ECLs. The ECLs on MTF are calculated based on actual historic credit loss experience over the preceding years on the total balance of non-credit impaired MTF. There has been no credit impaired MTF observed by the Company as at the balance sheet date.

(₹ in lakhs)

PARTICULARS	As at	
	31-Mar-24	31-Mar-23
Margin trade funding	3,948.06	1,062.11
Less : Expected credit loss	18.21	10.62
Margin trade funding (net)	3,929.85	1,051.49

Loan to employees is a nominal amount and is recovered regularly.

Movement in the allowances for impairment in respect of trade receivables and loans is as follows:

(₹ in lakhs)

Particulars	As at	
	31-Mar-24	31-Mar-23
Opening Balance	217.32	256.33
Net re-measurement of loss allowance	12.78	(28.23)
Impairment loss on account of fraud in respect of siphoning of Company's income	117.50	-
Credit impaired trade receivables written off	(63.66)	(10.78)
Closing Balance	283.94	217.32

Credit risk on cash and cash equivalents is limited as the company generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies. Investments comprise of quoted equity instruments, which are market tradeable. Other financial assets include deposits for assets acquired on lease and with qualified clearing counterparties and exchanges as per the prescribed statutory limits.

B Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The entity's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to entity's reputation.

Prudent liquidity risk management requires sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and close out market positions.

The Company has a view of maintaining liquidity with minimal risks while making investments. The Company invests its surplus funds in short term liquid assets in bank deposits. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

C Market Risk

Market risk arises when movements in market factors (foreign exchange rates, interest rates, credit spreads and equity prices) impact the Company's income or market value of its portfolios. The Company, in its course of business, is exposed to market risk due to change in equity prices, interest rates and foreign exchange rates. The objective of market risk management is to maintain an acceptable level of market risk exposure while aiming to maximize returns.

(i) Equity Price

The Company's exposure to equity price risk arises primarily on account of its proprietary positions and on account of margin bases positions of its clients in equity cash and derivative segments.

The Company's equity price risk is managed in accordance with its Risk Policy approved by Board.

(ii) Interest rate risk

The Company is exposed to Interest rate risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.

The Company's interest rate risk arises from interest bearing deposits with bank and loan given by it. Such instrument exposes the Company to fair value interest rate risk. Management believes that the interest rate risk attached to these financial assets is not significant due to the nature of these financial assets.

Notes forming part of the financial statements

Note 42 INCOME TAX

(A) The major components of income tax expense for the year are as under

(₹ in lakhs)

PARTICULARS	For the year ended	
	31-Mar-24	31-Mar-23
Current Income tax*	418.34	177.07
Deferred tax [(credit)/charge]	(21.57)	5.87
Tax expense for the year	396.77	182.94
Income tax relating to remeasurements of net defined benefit expenses that will not be reclassified to profit or loss	3.18	(2.22)
Total Tax expenses	399.95	180.72

*Current tax includes short provision of tax relating to earlier years of Rs. (0.06) lakhs (Previous Year : Rs. 10.35 lakhs)

(B) The reconciliation of estimated current income tax expenses at statutory income tax rate to current income tax expense reported in statement of profit and loss is as follows:

(₹ in lakhs)

PARTICULARS	For the year ended	
	31-Mar-24	31-Mar-23
Profit/(Loss) before tax	1,002.42	603.29
Indian statutory income tax rate (%)	29.12%	27.82%
Expected income tax expenses	291.90	167.84
Tax effect of adjustments to reconcile expected income tax expenses to reported income tax expenses :		
Expenses allowable	(32.75)	(25.88)
Expenses not deductible	159.25	25.68
Deduction u/s 80G for donation	-	(0.89)
Capital Gain @27.82% (Consider seperately)	-	(0.06)
Capital Gain @16.69% (Consider seperately)	-	0.04
Tax adjustment related to earlier years	(0.06)	10.34
Current tax (A)	418.34	177.06
Deferred tax [(credit)/charge] (B)	(21.57)	5.87
Total income tax expenses (A+B)	396.77	182.94

(C) Deferred tax disclosure

Movement of deferred tax assets and liabilities

(₹ in lakhs)

PARTICULARS	As at 1 April 2023	Credit/ (Charge) in the statement of profit and loss	Credit/ (Charge) in the Other comprehensive income	MAT credit utilised during the year	As at 31 March 2024
Impairment allowance for financial assets	60.46	22.23	-	-	82.68
Difference between book and tax depreciation	(126.25)	(0.65)	-	-	(126.90)
Remeasurement of net defined benefit expenses	15.57	-	3.18	-	18.75
MAT credit entitlement	39.36	-	-	(39.36)	-
Net deferred tax assets/ (liabilities)	(10.86)	21.57	3.18	(39.36)	(25.46)

(₹ in lakhs)

PARTICULARS	As at 1 April 2022	Credit/ (Charge) in the statement of profit and loss	Credit/ (Charge) in the Other comprehensive income	MAT credit utilised during the year	As at 31 March 2023
Impairment allowance for financial assets	74.64	(14.19)	-	-	60.46
Difference between book and tax depreciation	(134.56)	8.31	-	-	(126.25)
Remeasurement of net defined benefit expenses	17.79	-	(2.22)	-	15.57
MAT credit entitlement	64.27	-	-	(24.90)	39.36
Net deferred tax assets/ (liabilities)	22.14	(5.87)	(2.22)	(24.90)	(10.86)

Note 43 MATURITY ANALYSIS

The table below shows an analysis of assets and liabilities analyzed according to when they are expected to be recovered or settled.

(₹ in lakhs)

PARTICULARS	As at 31 March 2024		
	Total	Within 12 months	After 12 Months
Assets			
Financial Assets			
Cash and cash equivalents	196.22	196.22	-
Bank balance other than above	12,553.75	7,958.36	4,595.38
Securities held for trading	777.75	777.75	-
Trade receivables	1,019.26	1,019.26	-
Loans	3,932.75	3,932.75	-
Investments	6,648.58	-	6,648.58
Other financial assets	1,068.45	-	1,068.45
Non Financial Assets			
Current tax assets (net)	99.51	-	99.51
Property, plant and equipment	630.22	-	630.22
Other intangible assets	40.18	-	40.18
Other non-financial assets	78.49	78.49	-
Total Assets	27,045.16	13,962.83	13,082.32
Liabilities			
Financial Liabilities			
Derivative Financial Instruments	114.68	114.68	-
Trade payables	6,527.15	6,527.15	-
Borrowings (other than debt security)	1,442.33	1,442.33	-
Deposits	658.18	658.18	-
Other financial liabilities	813.10	813.09	-
Non-financial Liabilities			
Provision	1.01	1.01	-
Deferred tax liabilities (net)	25.46	-	25.46
Other non-financial liabilities	21.17	21.17	-
Total Liabilities	9,603.08	9,577.61	25.46
Net Assets	17,442.08	4,385.21	13,056.86

(₹ in lakhs)

PARTICULARS	As at 31 March 2023		
	Total	Within 12 months	After 12 Months
Assets			
Financial Assets			
Cash and cash equivalents	395.98	395.98	-
Bank balance other than above	11,842.02	2,885.68	8,956.34
Securities held for trading	25.83	25.83	-
Trade receivables	386.66	386.66	-
Loans	1,053.30	1,053.30	-
Investments	6,658.58	-	6,658.58
Other financial assets	424.48	-	424.48
Non Financial Assets			
Current tax assets (net)	203.74	-	203.74
Property, plant and equipment	643.59	-	643.59
Other intangible assets	67.25	-	67.25
Other non-financial assets	101.02	101.02	-
Total Assets	21,802.45	4,848.48	16,953.97
Liabilities			
Financial Liabilities			
Trade payables	3,563.30	3,563.30	-
Borrowings (other than debt security)	914.65	914.65	-
Deposits	437.53	437.53	-
Other financial liabilities	5.02	5.02	-
Non-financial Liabilities			
Deferred tax liabilities (net)	10.86	-	10.86
Other non-financial liabilities	27.92	27.92	-
Total Liabilities	4,959.28	4,948.42	10.86
Net Assets	16,843.17	(99.95)	16,943.12

Note 44 FINANCIAL INSTRUMENTS

Refer to financial instruments by category table below for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximate fair value due to short maturity of these instruments.

The carrying value and financial instruments by categories as of 31 March 2024 is as follows:

(₹ in lakhs)

Particulars		As at 31.03.2024			
		Amortised cost	Fair Value through Profit & Loss	Fair Value through OCI	Total Carrying Value
ASSETS					
1	Financial Assets				
(a)	Cash and cash equivalents	196.22	-	-	196.22
(b)	Bank balance other than (a) above	12,553.75	-	-	12,553.75
(c)	Securities held for trading	-	777.75	-	777.75
(d)	Trade Receivables	1,019.26	-	-	1,019.26
(e)	Loans	3,932.75	-	-	3,932.75
(f)	Investments	10.00	-	-	10.00
(g)	Investment in equity instruments of subsidiary companies	6,638.58	-	-	6,638.58
(h)	Other financial assets	1,068.45	-	-	1,068.45
Total Assets		25,419.01	777.75	-	26,196.76
LIABILITIES					
1	Financial Liabilities				
(a)	Derivative Financial Instruments	-	114.68	-	114.68
(b)	Trade Payables	6,527.15	-	-	6,527.15
(c)	Borrowings	1,442.33	-	-	1,442.33
(d)	Deposits	658.18	-	-	658.18
(e)	Other financial liabilities	813.10	-	-	813.10
Total Liabilities		9,440.76	114.68	-	9,555.44

The carrying value and financial instruments by categories as of 31 March 2023 is as follows:

(₹ in lakhs)

Particulars		As at 31.03.2023			
		Amortised cost	Fair Value through Profit & Loss	Fair Value through OCI	Total Carrying Value
ASSETS					
1	Financial Assets				
(a)	Cash and cash equivalents	395.98	-	-	395.98
(b)	Bank balance other than (a) above	11,842.02	-	-	11,842.02
(c)	Securities held for trading	-	25.83	-	25.83
(d)	Trade Receivables	386.66	-	-	386.66
(e)	Loans	1,053.30	-	-	1,053.30
(f)	Investments	20.00	-	-	20.00
(g)	Investment in equity instruments of subsidiary companies	6,638.58	-	-	6,638.58
(h)	Other financial assets	424.48	-	-	424.48
Total Assets		20,761.02	25.83	-	20,786.85
LIABILITIES					
1	Financial Liabilities				
(a)	Trade Payables	3,563.30	-	-	3,563.30
(b)	Borrowings	914.65	-	-	914.65
(c)	Deposits	437.53	-	-	437.53
(d)	Other financial liabilities	5.02	-	-	5.02
Total Liabilities		4,920.50	-	-	4,920.50

Note 45 FAIR VALUES

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

Valuation framework

The Company's valuation framework includes:

- Benchmarking prices against observable market prices or other independent sources;
- Development and validation of fair valuation models using model logic, inputs, outputs and adjustments.

Finance function is responsible for establishing procedures, governing valuation and ensuring fair values are in compliance with accounting standards.

FAIR VALUE HIERARCHY

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1: valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: valuation using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: valuation technique with significant unobservable inputs: financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

Valuation methodologies adopted

Fair values of financial assets, other than those which are subsequently measured at amortised cost, have been arrived at as under:

- Fair values of inventories held for trading under FVTPL have been determined under level 1 using quoted market prices of the underlying instruments;
- Fair values of investment in quoted equity instruments designated under FVOCI have been determined under level 1 using quoted market prices of the underlying instruments;
- Fair values of derivative financial instruments under FVTPL have been determined under level 1 using quoted market prices of the underlying instruments; The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, investments in equity instruments designated under FVOCI, trade payables, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying values are deemed to be fair values.

Quantitative disclosures of fair value measurement hierarchy for assets & liabilities as at 31 March 2024

(₹ in lakhs)

Particulars	Date of Valuation	Fair Value measurement using			
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
		(Level 1)	(Level 2)	(Level 3)	
Financial Assets					
Securities for trade under FVTPL	31-Mar-24	777.75	-	-	777.75
Total		777.75	-	-	777.75
Financial Liabilities					
Derivative financial instruments under FVTPL	31-Mar-24	114.68			114.68
Total		114.68	-	-	114.68

Quantitative disclosures of fair value measurement hierarchy for assets & liabilities as at 31 March 2023

(₹ in lakhs)

Particulars	Date of Valuation	Fair Value measurement using			
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
		(Level 1)	(Level 2)	(Level 3)	
Financial Assets					
Securities for trade under FVTPL	31-Mar-23	25.83	-	-	25.83
Total		25.83	-	-	25.83
Financial Liabilities					
Derivative financial instruments under FVTPL	31-Mar-23	-	-	-	-
Total		-	-	-	-

Note 46 REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company derives revenue primarily from share broking business. Its other major revenue sources are depository operations.

Disaggregate revenue information

(₹ in lakhs)

PARTICULARS	For the year ended	
	31-Mar-24	31-Mar-23
Brokerage fees	2,678.25	1,767.85
Research and advisory fees	0.30	1.50
Depository operations	166.76	61.09
Total	2,845.31	1,830.44
India	2,845.31	1,830.44
Outside India	-	-
Total	2,845.31	1,830.44
Timing of revenue recognition		
Services transferred at a point in time	2,678.25	1,767.85
Services transferred over time	167.06	62.59
Total	2,845.31	1,830.44

Note 47 Corporate Social Responsibility (CSR) Expenditure

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Companies Act, 2013. The details of the CSR expenditure required to be incurred and amount spent during the year on the activities/contribution specified in schedule VII of the Companies Act, 2013 are given as under:

(₹ in lakhs)

Sr No.	Particular	For the year ended 31 March 2024	For the year ended 31 March 2023
1	Amount required to be spent by the company during the year	18.02	17.49
2	Amount of expenditure incurred on :		
	(i) Construction/acquisition of any asset	-	-
	(ii) On purposes other than (i) above	18.08	2.00
3	Shortfall/(Excess) at the end of the year	(0.06)	15.49
4	Total of previous year's shortfall	-	-
5	Reason for shortfall	Not Applicable	For FY 2022-23, the Company has contributed before 31-03-2023 its CSR obligation to an intermediary agent (IA). However, the IA has not utilised such contribution before 31-03-2023.
6	Nature of CSR activities	Schedule VII - clause (ii) promoting education, clause (iii) setting up old age home & clause (iv) animal welfare	Promoting health care including preventive health care
7	Details of related party transactions, [e.g., contribution to a trust controlled by the company] in relation to CSR expenditure as per relevant Accounting Standard,	Not Applicable	Not Applicable

Note 48 The accounts of the trade receivables, and trade payables who have not responded to the Company's request for confirmation of balances, are subject to reconciliation, if any, required.

Note 49 Additional Regulatory Information**Ratios**

Ratio	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% of variance	Reason of variance
Current ratio (in times)	Total current assets	Total current liabilities	1.46	0.98	49%	Increase in current asset mainly due to increase in stock held for trading and MTF loan book
Debt - Equity ratio (in times)	Debt consist of borrowing	Total Equity	0.08	0.05	52%	Increase in bank overdraft utilisation during the year
Debt service coverage ratio (in times)	Earning for Debt service	Debt service	0.39	0.30	28%	Increase in finance cost due to higher overdraft utilisation
Return on equity ratio (in %)	Profit for the year	Average total equity	0.04	0.03	40%	Increase in profits due to increase in volume in brokerage and MTF income
Inventory turnover ratio (in times)	Cost of good sold	Average Inventory	Not applicable	Not applicable	0%	The Company is into broking and other related business
Trade receivable turnover ratio (in times)	Revenue from operation	Average trade receivables	Not applicable	Not applicable	0%	The Company is into broking and other related business
Trade payable turnover ratio (in times)	Other Expenses	Average trade payable	Not applicable	Not applicable	0%	The Company is into broking and other related business
Net capital turnover ratio (in times)	Total Income	Average working capital	2.25	10.40	-78%	Increase in average working capital during the year
Net profit ratio (in %)	Profit for the year	Total Income	0.13	0.14	-12%	
Return on capital employed (in %)	Earning before interest and tax	Capital employed	0.08	0.04	115%	Increase in profits due to increase in volume in brokerage and MTF income
Return on investment (in %)	Profit from Investments	Total Investments	Not applicable	Not applicable		The Company is into broking and other related business

Note 50 : Additional Regulatory Information

- (i) Disclosure of Capital to risk-weighted assets (CRAR), Tier I CRAR, Tier II CRAR and Liquidity coverage ratios required under para (WB)(xvi) of Division III of Schedule III to the Act are not applicable to the Company as it is in broking business and not an NBFC registered under section 45-IA of Reserve bank of India Act, 1934.
- (ii) Title deeds of all immovable properties are held in the name of the Company.
- (iii) The Company has not revalued any of its Property, Plant and Equipment and Intangible Assets during the year.
- (iv) There are loans or advances in the nature of loan granted to promoters, directors, KMPs and the related parties, either severally or jointly with any other person (Refer Note 37 Related Party Disclosures)
- (v) The Company does not hold any benami property in its name. There are no proceedings initiated or pending against the Company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (vi) The Company has been sanctioned working capital limits from the banks against pledge of its fixed deposits. Due to the very nature of the security offered, quarterly returns or statement of current assets are not required to be filed by the Company.
- (vii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
- (viii) There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (ix) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (x) The Company is the Holding Company and has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (xi) The Company has not entered into scheme of arrangement during the year.
- (xii) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (xiii) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

Notes forming part of the financial statements

- (xiv) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (xv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (xvi) The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software, except that audit trail feature is not enabled for certain matters relating to property, plant and equipment. Further no instance of audit trail feature being tampered with was noted in respect of the accounting software.

Note 51. Figures have been rounded off to nearest lakhs. Previous year figures have been regrouped / reclassified wherever necessary, to conform to this year's classification.

Note 52. EVENTS AFTER REPORTING DATE

There have been no events after the reporting date that requires disclosure in these financial statements.

Note 53. The financial statements of the Company for the year ended 31 March, 2024 were approved for issue by the Board of Directors at their meeting held on 29th May 2024.

As per our attached report of even date

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-	SD/-
KANJI B. RITA	KAMLESH S. LIMBACHIYA
(DIN 00727470)	(DIN 02774663)
Managing Director	Wholetime Director

SD/-	SD/-
Arvind J. Gala	Shikha A. Mishra
Chife Financial Officer	Company Secretary

CONSOLIDATED FINANCIAL STATEMENT

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results- (Consolidated)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 [See Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]			
Sl. No.	Particulars	Audited Figures (as reported Before adjusting for qualifications) (Rs in lakhs)	Audited Figures (as reported After adjusting for qualifications) (Rs in lakhs)
1.	Turnover/Total income	6,251	6,251
2.	Total Expenditure	4,103	4,103
3.	Net Profit/(Loss) after tax	1,201	1,201
4.	Earnings Per Share	0.14	0.14
5.	Total Assets	32,700	32,700
6.	Total Liabilities	10,537	10,537
7.	Net Worth – Total equity including non-controlling interest.	22,163	22,163
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

Audit Qualification (each audit qualification separately):

- a. **Details of Audit Qualification:** Following qualification has been given by the auditor in the audit report of consolidated financial result of the company:

Refer Note no 3 to the Standalone financial results in respect of Exceptional Item for which provision of Rs. 349 lakhs is made by the Company on account of a fraud committed on the Company, by its employee. Since the Company has not initiated a forensic audit for detailed investigation of the fraud, pending conversion of police complaint into First Information Report [FIR] and an inspection report of CDSL is awaited in respect of the alleged transfer of clients' securities as on the date of this report, we are unable to comment on the quantum of the fraud and its expanded scope of operation which may include involvement of the securities of other clients. In the absence of sufficient appropriate audit evidence, we are unable to comment on the adequacy of the provision made for the year ended 31 March 2024.
- b. **Type of Audit Qualification:** Qualified Opinion
- c. **Frequency of qualification:** First time
- d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA
- e. **For Audit Qualification(s) where the impact is not quantified by the auditor:**
 - (i) **Management's estimation on the impact of audit qualification:** NA
 - (ii) **If management is unable to estimate the impact, reasons for the same:** Refer Note No.3 to financial results. Since police complaint is not converted to into First Information Report [FIR] and an inspection report of CDSL is awaited as on date, the management is unable to estimate

the impact of qualification.

- (iii) **Auditors' Comments on (i) or (ii) above:** Since the Company has not initiated a forensic audit for detailed investigation of the fraud, pending conversion of police complaint into First Information Report [FIR] and an inspection report of CDSL is awaited in respect of the alleged transfer of clients' securities as on the date of this report, we are unable to comment on the quantum of the fraud and its expanded scope of operation which may include involvement of the securities of other clients. In the absence of sufficient appropriate audit evidence, we are unable to comment on the adequacy of the provision made for the year ended 31 March 2024.

- f. **Details of Audit Qualification:** Following qualification has been given by the auditor in the audit report of consolidated financial result of the company:

In one of the subsidiaries of the Holding Company viz Inventure Finance Private Limited, the other auditor who audited the financial results of the subsidiary has issued a qualified audit report as under:

“The company has not applied Expected Credit Loss (ECL) model for estimating the provisions required to be made against loans given, as per the requirements of Ind AS 109 - Financial Instruments, and Reserve Bank of India's Master Direction, “Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023” bearing reference RBI/DoR/2023-24/106 DoR.FIN.REC.NO.45/03.10.119/2023-24 dated 19th October 2023 and updated on 21st March 2024, due to which, we are unable to ascertain the possible impact on the financial results.”

- g. **Type of Audit Qualification:** Qualified Opinion
 h. **Frequency of qualification:** First time
 i. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA
 j. **For Audit Qualification(s) where the impact is not quantified by the auditor:**

(iv) **Management's estimation on the impact of audit qualification:** NA

(v) **If management is unable to estimate the impact, reasons for the same:**

The company has not applied Expected Credit Loss (ECL) model for estimating the provisions required as per IND AS 109 and Reserve Bank of India's Master Direction, “Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023” bearing reference RBI/DoR/2023-24/106 DoR.FIN.REC.NO.45/03.10.119/2023-24 dated 19th October 2023 and updated on 21st March 2024, hence the management is unable to estimate the impact.

Auditors' Comment on (i) or (ii) above: The company has not applied Expected Credit Loss (ECL) model for estimating the provisions required to be made against loans given, as per the requirements of Ind AS 109 - Financial Instruments, and Reserve Bank of India's Master Direction, “Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023” bearing reference RBI/DoR/2023-24/106 DoR.FIN.REC.NO.45/03.10.119/2023-24 dated 19th October 2023 and updated on 21st March 2024, due to which, we are unable to ascertain the possible impact on the financial results.

Signatories:

Kanji Rita
Managing Director
DIN: 00727470
Place: Mumbai

Arvind Gala
Chief Financial Officer
Place: Mumbai

Surji Chheda
Chairman of Audit
Committee
DIN: 02456666
Place: Mumbai

Statutory Auditors:
For PPV & Co.
Chartered Accountants
Firm Registration No. 153929W

Sd/-
Priyanshi Vakharia
Membership No. 181834
UDIN: 24181834BKFASO5070

Place: Mumbai
Date: 29.05.2024

INDEPENDENT AUDITORS' REPORT

To the Members of Inventure Growth & Securities Limited
Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of **Inventure Growth & Securities Limited** (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss, including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material accounting policies (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditor on separate audited financial statements of the subsidiaries, referred to in Other Matter section below except for the possible effect of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group, as at March 31, 2024, of Consolidated profit, Consolidated other comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

- (i) We refer to Note no 38 to the Consolidated Financial Statements in respect of Exceptional Item for which provision of Rs. 349.25 lakhs is made by the Holding Company on account of a fraud committed on the Holding Company, by its employee. Since the Holding Company has not initiated a forensic audit for detailed investigation of the fraud, pending conversion of police complaint into First Information Report [FIR] and an inspection report of CDSL is awaited in respect of the alleged transfer of clients' securities as on the date of this report, we are unable to comment on the quantum of the fraud and its expanded scope of operation which may include involvement of the securities of other clients. In the absence of sufficient appropriate audit evidence, we are unable to comment on the adequacy of the provision made for the year ended 31 March 2024.

- (ii) In one of the Wholly Owned Subsidiaries of the Holding Company viz Inventure Finance Private Limited, the other auditor who audited the financial statements of the said subsidiary has issued a qualified audit report as under:

“The company has not applied Expected Credit Loss (ECL) model for estimating the provisions required to be made against loans given, as per the requirements of Ind AS 109 - Financial Instruments, and Reserve Bank of India’s Master Direction, “Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023” bearing reference RBI/DoR/2023-24/106 DoR.FIN.REC.NO.45/03.10.119/2023-24 dated 19th October 2023 and updated on 21st March 2024, due to which, we are unable to ascertain the possible impact on the financial statements.”

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified Opinion on the Consolidated Financial Statements.

Emphasis of Matter

We refer to BSE Circular No 20220107-45 dated 07 January 2022 and NSE Circular Ref No 2/2022 dated 07 January 2022 on Rule 8(1)(f) and 8(3)(f) of Securities Contracts (Regulation) Rules, 1957 (SCRR), which reads as

“in consultation with SEBI and other Stock Exchanges, the illustrative list of activities that are construed as non-compliance to Rule 8(1)(f) and 8(3)(f) of SCRR, if undertaken by a member, are as under:

(2). Deposit pledged with the bank for overdraft facilities availed by any entity, including the group companies such as subsidiaries & associates etc. of the Member, not in connection with or incidental to or consequential upon securities / commodity derivatives business, as applicable.

(9). Entering into any arrangement for extending loans or giving deposits / advances to any entity, including group companies such as subsidiaries & associates etc., not in connection with or incidental to or consequential upon the securities/ commodity derivatives business.

(10). Investments made in group companies such as subsidiaries & associates etc., not in connection with or incidental to or consequential upon the securities/ commodity derivatives business. (Ex: Investment in companies engaged in other businesses such as NBFC, Real Estate etc.)”

In this regard, attention is drawn to:

- (i) Note no 4(a) to the Consolidated Financial Statements regarding the Holding Company having pledged its term deposits aggregating to Rs.1,198.89 lakhs for its wholly owned subsidiary to avail overdraft facility; with an outstanding amount of Rs.907.17 lakhs as at year end.
- (ii) Note no 41 to the Consolidated Financial Statements with respect to security deposit given to Dhairya Management Services Pvt Ltd of Rs 500 lakhs, being material related party transaction entered into by the Holding Company.
- (iii) Note no 54(xiii) to the Consolidated Financial Statements in respect of investments of Rs. 6,638.58 lakhs in wholly owned subsidiaries.

The management does not expect any material impact on the Consolidated Financial Statements for the year ended March 31, 2024 in respect of the above matters.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

For key audit matter below, our description of how our audit addressed the matter is provided in that context.

In addition to the matter described in the Basis for Qualified Opinion section we have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matters
<p><u>IT systems and controls</u></p> <p>The financial accounting and reporting systems of the Holding Company are fundamentally reliant on IT systems and IT controls to process significant transaction volumes. Hence, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter.</p>	<p>We have performed the following procedures assisted by specialized IT auditor on the IT infrastructure and applications pertaining to financial reporting:</p> <ul style="list-style-type: none"> • Obtained an understanding of the IT environment and operating effectiveness of IT controls over information systems that are important to financial reporting and various interfaces. • Tested IT controls, including testing and reviewing authorization of request for access to systems, change to systems. • Tested the design and operating effectiveness of certain automated controls that were considered as key internal controls over financial reporting. • Identified and tested IT applications, databases and operating systems relevant to our audit.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises of the Annual Report but does not include the Consolidated Financial Statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read such other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant applicable requirements of the standard on auditing for auditor's responsibility in relation to other information in documents containing audited financial statements. We have nothing to report in this regard. In the absence of sufficient appropriate audit evidence, we are unable to comment on the possible effect of the matters described in the Basis for Qualified Opinion paragraph. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to these matters.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in the aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements and other financial information, in respect of six subsidiaries, whose financial statements include total assets of Rs. 12,170.32 lakhs as at March 31, 2024, and total revenue of Rs. 1,434.34 lakhs, total profit after tax of Rs. 594.82 lakhs, total comprehensive income of Rs. 688.03 lakhs and net cash outflows of Rs. 14.20 lakhs for the year ended March 31, 2024. These financial statements and other financial information have been audited by other auditor, whose financial statements, other financial information and auditor's reports have been furnished to us by the management.

Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors and the procedures performed by us are stated in the paragraph above.

Our opinion above on the Consolidated Financial Statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on consideration of report of other auditors on separate financial statements and other financial information of subsidiaries, as noted in the 'Other Matter' section above we report, to the extent applicable, that:
 - (a) We have sought and, except for the possible effect of the matters described in the Basis for Qualified Opinion above obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, except for the possible effect of the matters described in the Basis for Qualified Opinion paragraph above and for the matter stated in the paragraph 1(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditor's) Rules, 2014, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the

relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

- (d) In our opinion, except for the possible effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Amendment Rules, 2015, as amended.
- (e) The matter described in the Basis of Qualified Opinion paragraph above, in our opinion may have an adverse effect on the functioning of the Group.

The matter described in Emphasis of Matter paragraph above with respect to:

- (i) the Holding Company having pledged its term deposits aggregating to Rs.1,198.89 lakhs for its wholly owned subsidiary to avail overdraft facility;
 - (ii) material related party transactions including security deposit of Rs. 500 lakhs entered into by the Holding Company with Dhairya Management Services Pvt Ltd being subject to shareholders' approval pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended
 - (iii) investment by Holding Company of Rs. 6,638.58 lakhs in wholly owned subsidiaries in our opinion do not have an adverse effect on the functioning of the Group.
- (f) On the basis of the written representations received from the directors of the Holding Company taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, none of the directors of the Group's companies, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - (g) The qualifications relating to the maintenance of accounts and other matters connected therewith are as stated in the "Basis for Qualified Opinion" paragraph above, paragraph 1 (b) above on reporting under Section 143(3)(b), paragraph 1(i)(vi) below on reporting under Rule 11(g) and Basis for Qualified Opinion in Annexure with respect to adequacy and operating effectiveness of internal financial controls with reference to financial statements of the Company.
 - (h) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiaries refer to our separate report in "**Annexure**" to this report. Our report expresses a Qualified Opinion on the operating effectiveness of internal financial controls with reference to Consolidated Financial Statements of the Holding Company for reasons stated therein.
 - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as referred in the 'Other matter' section:
 - i. Except for the possible effect of the matters described in Basis of Qualified Opinion paragraph above, the Consolidated Financial Statements disclose the impact of pending

litigations on the Consolidated Financial Position of the Group in its Consolidated Financial Statements as referred to in Note 43 to the said financial statements.

- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group except unclaimed dividend amount aggregating to Rs. 0.10 lakhs pertaining to financial year 2011-12 not transferred to the Investor Education and Protection Fund as on 31 March 2024.
- iv. The management of the Group has represented that, to the best of its knowledge and belief, as disclosed in the note no 54(ix) and note no 54(x) to the Consolidated Financial Statements;
 - a. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. No funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the management of the Holding Company in this regard, except for the possible effect of the matters described in the Basis for Qualified Opinion paragraph above, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend is declared or paid during the year, hence reporting as regards compliance with Section 123 of the Act is not applicable.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditor’s) Rules 2014, is applicable from 01 April 2023.

Based on our examination which included test checks, the Group has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant

transactions recorded in the software except that audit trail feature is not enabled for certain matters relating to property, plant and equipment. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software and the audit trail has been preserved by the Group as per statutory requirements for record retention for the year ended 31 March 2024.

2. With respect to the other matters to be included in the Auditor's Report under section 143 and in accordance with the requirements of section 197(16) of the Act, in our opinion and based on consideration of reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2024 has been paid by the Group to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act and the rules thereunder.
3. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued (i) by us with respect to the standalone financial statements and (ii) by the auditors of the subsidiary companies, forming part of the Consolidated Financial Statements to which this reporting under CARO is applicable, we report the following qualifications by the Holding Company's auditor in the CARO report of the said Company included in the Consolidated Financial Statements.

Sr No	Name	CIN	Company	Clause number of the CARO report which is qualified or adverse
1	Inventure Growth & Securities Limited	L65990MH1995PLC089838	Holding Company	(xi) (a), (xiv) (a)

For PPV&CO

Chartered Accountants

Firm Registration No.153929W

Sd/-

Priyanshi Vakharia

Proprietor

Membership No.: 181834

UDIN: 24181834BKFASP8866

Mumbai

29 May 2024

Annexure - Referred to under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditors’ Report of even date to the members of Inventure Growth & Securities Limited on the Consolidated Financial Statements for the year ended March 31, 2024.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated Financial Statements of the Group as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to Consolidated Financial Statements of Inventure Growth & Securities Limited (hereinafter referred to as the “Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”).

Qualified Opinion

In our opinion, except for the possible effects of the material weakness described below on the achievement of the objectives of the control criteria, the Group has maintained, in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as of March 31, 2024, based on the internal financial control with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”).

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the Consolidated Financial Statements of the Company for the year ended March 31, 2024, and we have issued a Qualified Opinion on the Consolidated Financial Statements of the Company.

Basis for Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weakness have been identified as at March 31, 2024 in the Holding Company:

- i. Segregation of duties not implemented for depository department
- ii. Overriding authorization powers and misuse of designation
- iii. Unmonitored use of general ledger code
- iv. Lack of controls over access rights to pass Journal voucher entries
- v. Lack of controls over cross verification of data shared by depository department with accounts department

A ‘material weakness’ is a deficiency, or a combination of deficiencies, in internal financial control with reference to Consolidated Financial Statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group are responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors, is sufficient and appropriate to provide a basis for our qualified audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding company and its subsidiary companies.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to these Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these Consolidated Financial Statements includes those policies and procedures that :

- a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial with reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to these Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to these Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company in so far as it relates to its six subsidiaries, is based on the corresponding reports of the auditors of such subsidiaries.

For PPV&CO

Chartered Accountants
Firm Registration No.153929W

Sd/-

Priyanshi Vakharia

Proprietor

Membership No.: 181834

UDIN: 24181834BKFASP8866

Mumbai

29 May 2024

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2024

(₹ in Lakhs)

Particulars		Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS				
1	Financial Assets			
(a)	Cash and cash equivalents	3	242.24	456.19
(b)	Bank balance other than (a) above	4	13,341.45	12,765.77
(c)	Securities held for trading	5	1,068.06	28.75
(d)	Receivables			
	I Trade receivables	6	1,026.30	386.66
	II Other receivables	7	2.30	2.30
(e)	Loans	8	14,251.68	11,598.43
(f)	Investments	9	302.83	147.71
(g)	Other financial assets	10	1,073.30	429.33
			31,308.16	25,815.14
2	Non-Financial Assets			
(a)	Current tax assets (net)	11	83.07	253.50
(b)	Deferred tax assets (net)	12	189.88	228.99
(c)	Investment property	13	200.51	200.51
(d)	Property, plant and equipment	14	630.23	895.20
(e)	Other intangible assets	14A	40.18	67.25
(f)	Goodwill on consolidation		149.16	149.16
(g)	Other non-financial assets	15	99.40	116.62
			1,392.43	1,911.23
	Total Assets		32,700.59	27,726.37
LIABILITIES AND EQUITY				
Liabilities				
1	Financial Liabilities			
(a)	Derivative financial instruments	16	122.12	-
(b)	Payables			
	(I) Trade payables	17		
	(i) total outstanding dues of micro enterprises and small enterprises		1.28	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		6,529.39	3,542.71
	(II) Other payables			
	(i) total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(b)	Borrowings	18	2,380.32	2,810.26
(c)	Deposits	19	658.18	437.53
(d)	Other financial liabilities	20	813.09	16.90
			10,504.38	6,807.40
2	Non-Financial Liabilities			
(a)	Provisions	21	6.86	5.89
(b)	Other non financial liabilities	22	25.73	36.41
			32.59	42.30
3	Equity			
(a)	Equity share capital	23	8,400.00	8,400.00
(b)	Other equity	24	13,763.33	12,476.38
(c)	Non controlling interest		0.29	0.29
			22,163.62	20,876.67
	Total Liabilities and Equity		32,700.59	27,726.37

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
KAMLESH S. LIMBACHIYA
(DIN 02774663)
Wholetime Director

SD/-
Arvind J. Gala
Chife Financial Officer

SD/-
Shikha A. Mishra
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH 2024

(₹ in Lakhs)

Particulars		Note No.	As at March 31, 2024	As at March 31, 2023
Revenue from operations				
(i)	Interest income	25	1,893.22	1,488.45
(ii)	Dividend income	26	4.36	0.20
(iii)	Fees and commission income	27	2,885.01	1,861.73
(iv)	Net gain/(loss) on fair value changes	28	591.81	38.97
(iv)	Sale of bullion	29	243.60	-
(v)	Other operating income	30	326.09	294.65
(I)	Total revenue from operations		5,944.09	3,684.00
(II)	Other income	31	306.64	217.54
(III)	Total income (I+II)		6,250.73	3,901.54
Expenses				
(i)	Finance costs	32	228.43	190.97
(ii)	Fees and commission expense	33	1,691.94	1,017.69
(iii)	Impairment on financial instruments	34	208.91	36.08
(iv)	Purchase of bullion	35	240.00	-
(vi)	Employee benefits expenses	36	659.27	623.27
(vii)	Depreciation and amortization expense	14	71.14	80.93
(viii)	Other expenses	37	1,002.68	700.25
(IV)	Total expenses		4,102.37	2,649.19
(V)	Profit /(loss) before exceptional item and tax (III-IV)		2,148.36	1,252.35
(VI)	Exceptional items	38	349.25	-
(VII)	Profit /(loss) before tax (V-VI)		1,799.11	1,252.35
(VIII)	Tax expense	44		
(i)	Current tax		595.29	292.40
(ii)	Deferred tax		3.35	33.69
	Total tax expenses (VIII)		598.64	326.09
(IX)	Profit/(Loss) after tax for the year before non controlling interest (VII - VIII)		1,200.47	926.26
(X)	Less: Share of Profit/(Loss) of non controlling interest		(0.0004)	0.01
(XI)	Profit/(Loss) after tax for the year after non controlling interest (XI - X)		1,200.47	926.25
(XII)	Other comprehensive income			
	Items that will not be reclassified to Profit or Loss:			
(i)	Change in fair value of financial assets		98.75	(1.04)
(ii)	Remeasurements of net defined benefit expenses		(8.94)	9.03
(iii)	Tax effect of above		(3.33)	(2.83)
	Total other comprehensive income/(loss) before non controlling interest (XI)		86.47	5.16
(XIII)	Less: Share of Profit/(Loss) of non controlling Interest		-	-
(XIV)	Total comprehensive income/(loss) for the year (XI + XII - XIII)		1,286.94	931.41
(XV)	Earnings per equity share (Face value of ₹1/- per share)	39		
	Basic (in ₹)		0.14	0.11
	Diluted (in ₹)		0.14	0.11

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
KAMLESH S. LIMBACHIYA
(DIN 02774663)
Wholtime Director

SD/-
Arvind J. Gala
Chife Financial Officer

SD/-
Shikha A. Mishra
Company Secretary

Consolidated Cash Flow Statement for the year ended 31 March 2024

(₹ in lakhs)

Particulars	For the year ended 31 March 2024		For the year ended 31 March 2023	
A. Cash Flow from Operating Activities				
Net Profit before exceptional item and tax		2,148.36		1,252.34
Adjustment for :				
Depreciation and amortisation	71.14		80.93	
Finance costs	100.33		32.61	
Interest income	(188.00)		(177.36)	
Interest on Income Tax refund	-		(2.12)	
Preliminary expenses written off	-		0.00	
Dividend income	(6.23)		(3.89)	
Provision for defined employee benefits	15.98		13.40	
Impairment on financial instruments (net)	60.95		(229.34)	
(Profit)/Loss on sale of investments (net)	(2.38)		(5.71)	
		51.78		(291.48)
Operating profit before working capital changes		2,200.14		960.86
Adjustments for :				
(Increase)/decrease in trade receivables	(739.18)		199.46	
(Increase)/decrease in Derivative financial instruments	114.68		-	
(Increase)/decrease in inventories (held as stock in trade)	(1,039.31)		(16.17)	
Increase/(decrease) in loans	(2,505.63)		(425.21)	
(Increase)/decrease in other financial assets	(848.09)		(150.72)	
(Increase)/decrease in other non financial assets	2.48		35.14	
Increase/(decrease) in trade payables	2,965.64		(890.35)	
Increase/(decrease) in deposits	220.65		71.78	
Increase/(decrease) in other financial liabilities	571.88		14.61	
Increase/(decrease) in provisions	(9.21)		-	
Increase/(decrease) in other non financial liabilities	(10.76)		6.02	
Increase/(decrease) in accrued interest on term deposits	(29.97)		6.01	
Term deposits with banks with original maturity of more than three months - placed	(7,981.08)		(3,584.41)	
Term deposits with banks with original maturity of more than three months - matured	5,800.99		3,441.54	
		(3,486.91)		(1,292.31)
Cash generated from operations		(1,286.76)		(331.45)
Direct Taxes paid (Net of refunds)		(392.47)		(216.27)
Net cash flow from operating activities (A)		(1,679.24)		(547.71)
B. Cash Flow from Investing Activities				
Purchase of property plant and equipment	(25.19)		(12.24)	
Proceeds from sale of fixed assets	246.09		-	
Proceeds from sale of investment in property	-		244.93	
Acquisition of investments	(1,025.68)		(1,033.23)	
Proceeds from sale of investments	971.67		868.33	
Term deposits with banks with original maturity of more than three months - placed	(29.24)		(463.71)	
Term deposits with banks with original maturity of more than three months - matured	1,662.00		692.81	
Dividend income	6.23		2.89	
Interest received	189.62		175.36	
Net cash flow from investing activities (B)		1,995.50		475.14
C. Cash Flow from Financing Activities				
Proceeds/(Repayment) of short term borrowings	-		(6.32)	
Proceeds/(Repayment) of bank overdrafts	(429.95)		171.11	
Finance costs	(100.33)		(32.60)	
Interest received on Income Tax refund	0.06		0.99	
Interest received	-		5.26	
Net cash flow from financing activities (C)		(530.22)		138.43
Net increase/(decrease) in cash and cash equivalents (A+B+C)		(213.96)		65.86
Cash and cash equivalents at the beginning of the year		456.19		390.33
Cash and cash equivalents at the end of the year		242.24		456.19

Notes forming part of the Consolidated Financial Statements

Notes:

1 Cash and Cash Equivalents are as under:

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Cash on hand	0.82	0.69
Balance in Current Accounts	238.79	452.87
Earmarked balances with banks (unpaid dividend)	2.63	2.63
	242.24	456.19

2 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard -7 on "Cash Flow Statements" as prescribed by the Central

Government in the Companies (Accounting Standards) Rules, 2015 , as amended

3 Previous year's figures have been regrouped/rearranged wherever necessary to conform to the current year's presentation.

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
KAMLESH S. LIMBACHIYA
(DIN 02774663)
Wholetime Director

SD/-
Arvind J. Gala
Chife Financial Officer

SD/-
Shikha A. Mishra
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH 2024

(A) Equity Share Capital (in lakhs)

Balance as at 1st April 2022	8,400.00	Changes in Equity Share Capital due to prior period errors	-	Restated balance as at 1st April 2022	8,400.00	Changes in Equity Share Capital during the year	-	Balance as at 31st March 2023	8,400.00
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(in lakhs)

(B) Other Equity

Particulars	Share application money pending allotment	Reserves and Surplus							Total	
		Capital Reserve	Securities Premium	Taxation Reserves	Statutory Reserve	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income		Remeasurements of Net Defined Benefit Plans
Balance as at 1st April 2022 (A)	-	20.25	811.63	125.00	692.93	4,748.22	5,132.12	34.31	(19.48)	11,544.97
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2022 (B)	-	20.25	811.63	125.00	692.93	4,748.22	5,132.12	34.31	(19.48)	11,544.97
Profit for the year (C)	-	-	-	-	-	-	926.26	-	-	926.26
Other Comprehensive Income/(Loss) for the year, net of tax (D)	-	-	-	-	-	-	-	(1.04)	6.20	5.16
Total Comprehensive Income/(Loss) for the year, net of tax (C+ D) = E	-	-	-	-	-	-	926.26	(1.04)	6.20	931.42
Dividend paid (F)	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings (G)	-	-	-	-	88.00	-	(88.00)	-	-	-
Non- Controlling interest (H)	-	-	-	-	-	-	(0.01)	-	-	(0.01)
Balance as at 31st March 2023 (B+E+F+G+H) = I	-	20.25	811.63	125.00	780.93	4,748.22	5,970.37	33.27	(13.28)	12,476.38

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
ARVIND J. GALA
Chief Financial Officer

SD/-
KAMLESH S. LIMBACHHIYA
(DIN 02774663)
Wholesale Director

SD/-
SHIKHA A. MISHRA
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

A. Equity Share Capital

(₹ in lakhs)				
Particulars	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1st April 2023	Changes in Equity Share Capital during the year	Balance as at 31st March 2024
Balance as at 1st April 2023	-	8,400.00	-	8,400.00

A. Equity Share Capital

Particulars	Share application money pending allotment	Reserves and Surplus						Equity Instruments through Other Comprehensive Income	Remeasurements of Net Defined Benefit Plans	Total
		Capital Reserve	Securities Premium	Taxation Reserves	Statutory Reserve	General Reserve	Retained Earnings			
Balance as at 1st April 2023 (A)	-	20.25	811.63	125.00	780.93	4,748.22	5,970.37	33.27	(13.28)	12,476.38
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2023 (B)	-	20.25	811.63	125.00	780.93	4,748.22	5,970.37	33.27	(13.28)	12,476.38
Profit for the year (C)	-	-	-	-	-	-	1,200.47	-	-	1,200.47
Other Comprehensive Income/ (Loss) for the year, net of tax (D)	-	-	-	-	-	-	-	98.75	(12.27)	86.48
Total Comprehensive Income/(Loss) for the year, net of tax (C+ D) = E	-	-	-	-	-	-	1,200.47	98.75	(12.27)	1,286.95
Dividend paid (F)	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings (G)	-	-	-	110.00	-	-	(110.00)	-	-	-
Non- Controlling interest (H)	-	-	-	-	-	-	(0.0004)	-	-	(0.0004)
Balance as at 31st March 2024 (B+E+F+G+H) = I	-	20.25	811.63	125.00	890.93	4,748.22	7,060.84	132.01	(25.55)	13,763.33

B. Other Equity

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
Arvind J. Gala
Chief Financial Officer

SD/-
KAMLESH S. LIMBACHYA
(DIN 02774663)
Wholetime Director

SD/-
Shikha A. Mishra
Company Secretary

Notes forming part of the Consolidated Financial Statements

1. Corporate information

Inventure Growth & Securities Limited ('the Company') was incorporated in on 22 June 1995 and got listed on 04th August 2011. The Company together with its subsidiaries, (collectively, the Group) is engaged in the business of providing stock broking services, depository participant services, commodity broking services, financing/fund based services, wealth management, merchant banking services. The Group's registered office is at 201, Viraj Tower, Near Landmark Building, Western Express Highway, Andheri (E), Mumbai-400069.

2. Material Accounting Policy

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time. The Group uses accrual basis of accounting. The financial statements are presented in Indian Rupee (INR) which is also the functional currency of the Group.

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments and defined plan assets/liabilities measured at fair value. The preparation of financial statements requires the management to make judgments, accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

The consolidated financial statements are prepared on a going concern basis, as the Management is satisfied that the Group shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption.

2.2 Basis of consolidation

The Consolidated financial statements have been prepared by applying the principles laid down in the Indian Accounting Standard : Ind As 110 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India for the purpose of these Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and Consolidated Cash Flow together referred to in as "Consolidated Financial Statements". Reference in these notes to the Parent Company means Inventure Growth and Securities Limited, reference to Subsidiary Companies means subsidiaries of Inventure Growth and Securities Limited, i.e. Inventure Finance Private Limited, Inventure Merchant Banker Services Private Limited, Inventure Commodities Limited, Inventure Wealth Management Limited, Inventure Insurance Broking Private Limited and reference to Group means the Parent Company, and Subsidiary Companies of the Parent Company.

2.3 Principles of Consolidation:

The Consolidated Financial Statements comprises of the Financial Statements of the Parent Company and its subsidiaries and have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting profits/ loss in full.

The Consolidated Financial Statements are presented, to the extent possible in the same format as that adopted by the Parent Company for its separate financial statement.

2.4 Presentation of financial statements

The financial statements of the Group are presented in order of liquidity and in accordance with Schedule III (Division III) of the Companies Act, 2013 applicable to NBFCs, as notified by the Ministry of Corporate Affairs. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'. The Group generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Group offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

2.5 Critical accounting estimates and judgments

The preparation of the Group's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those based on Management's estimates. Accounting estimates and judgments are used in various line items in the financial statements for e.g.:

- Business model assessment
- Fair value of financial instruments
- Effective interest rate (EIR)
- Impairment of financial assets
- Provisions and contingent liabilities
- Provision for tax expenses
- Residual value, useful life and indicators of impairment and recoverable value of property, plant and equipment

Notes forming part of the Consolidated Financial Statements

2.6 Income

Revenue Recognition

The Group recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 'Revenue from contracts with customers'. The Group identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at the fair value of the consideration received or receivable.

The Group recognises income on recoveries of financial assets written off on realisation or when the right to receive the same without any uncertainties of recovery is established

The revenue includes the following:

(i) Brokerage fee income

Revenue from contract with customer is recognized at a point in time when performance obligation is completed i.e. when the trade is executed. These include brokerage fees charged per transaction executed on behalf of the clients as per the contractually agreed rate.

(ii) Interest income

The Group recognises interest income using effective interest rate (EIR) on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

Interest income is calculated by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets, interest income is recognized on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognised at the contractual rate of interest.

(iii) Dividend income

Dividend income on equity shares is recognised

- it is probable that the economic benefits associated with the dividend will flow
- the amount of the dividend can be measured reliably

(iv) Fees and commission income

Fees and commission income includes:

Income from depository operations is accounted when performance obligation is completed

Advisory fees income is recognised when the performance obligation is satisfied by rendering the services to the client.

Distribution income is earned by distribution of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery.

(v) Net gain on fair value changes

The Group designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI). The Group recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL and FVOCI on net basis.

(vi) Recoveries of financial assets written off

Income on recoveries of financial assets written off is recognized on realisation or when the right to receive the same without any uncertainties of recovery is established.

2.7 Expenditures

(i) Finance costs

Borrowing costs on financial liabilities are recognised using the EIR .

(ii) Fees and commission expenses

Fees and commission expenses which are not directly linked to the sourcing of financial assets, are recognised in the Statement of Profit and Loss on an accrual basis.

Notes forming part of the Consolidated Financial Statements

2.8 Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value

2.9 Financial instruments

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments

The Group classifies its financial assets into the following measurement categories:

- Financial assets to be measured at amortised cost
- Financial assets to be measured at fair value through other comprehensive income
- Financial assets to be measured at fair value through profit or loss account.

The classification depends on the contractual terms of the financial assets' cash flows and the Group's business model for managing financial assets.

Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset) is derecognized when:

- The right to receive cash flows from the asset have expired; or
- Transfer of right to receive cash flows from the asset or assumption of an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and when there has been substantial transfer of all the risks and rewards of the asset.

On derecognition of a financial asset in its entirety, the difference between:

- the carrying amount (measured at the date of derecognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

Impairment of financial assets

Expected Credit Loss (ECL) principles

The Group recognises loss allowances (provisions) for expected credit losses on its financial assets (including non-fund exposures) that are measured at amortised costs.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

The mechanics of ECL

ECLs is calculated based on probability weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive. The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of default (PD) - The probability of default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Exposure at default (EAD) - The exposure at default is an estimate of the exposure at a future default date.

Loss given default (LGD) - The loss given default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Trade Receivables

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated for changes in the forward-looking estimates.

Notes forming part of the Consolidated Financial Statements

Financial instruments held for trading

A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship. The profit/(loss) earned on sale of investments and securities held for trading are recognised on trade date basis. Profit or loss on sale of investments is determined on the basis of the weighted average cost method and securities held for trading on FIFO method. On disposal of an investment, the difference between carrying amount and net disposal proceeds is charged to or credited to statement of profit and loss. Trading derivatives and trading securities are classified as held for trading and recognised at fair value.

Collateral Valuation

To mitigate its credit risks on financial assets, the Group seeks to use collateral, wherever possible. The collateral comes in various forms, such as equity shares, fixed deposits, etc. However, the fair value of collateral affects the calculation of ECLs. To the extent possible, the Group uses active market data for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using models.

Write-offs

The Group reduces the gross carrying amount of a financial asset when it has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Group determines that the client or borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss.

Financial liabilities

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings and subordinated debts.

Initial measurement

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade payables, other payables, and other borrowings.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR. Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

Derecognition

The Group derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an enforceable legal right to offset the recognised amounts with an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

2.10 Provisions and Contingent liabilities

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates.

The Group operates in a regulatory and legal environment that, by nature, has an element of litigation risk inherent to its operations. Contingent liabilities are recognised when there is possible obligation arising from past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. For determining the probability and amount of liability, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

2.11 Income Taxes

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Notes forming part of the Consolidated Financial Statements

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets, if any, are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised either in OCI or in other equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT)

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that it is probable that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Group reviews the MAT Credit Entitlement asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

2.12 Earning per share (basic and diluted)

The Group reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the period/year, except where the results are anti-dilutive.

2.13 Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.14 Property, plant and equipment

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'.

Depreciation on property, plant and equipment

- (a) Depreciation is provided on a pro-rata basis for all tangible assets on straight line method over the useful life of assets.
- (b) Useful lives of assets are determined by the Management by an internal technical assessment.
- (c) Depreciation on addition to assets and assets sold during the year is being provided for on a pro rata basis with reference to the month in which such asset is added or sold as the case may be.
- (d) An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included under other income in the Statement of Profit and Loss when the asset is derecognised.
- (e) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Notes forming part of the Consolidated Financial Statements

Particulars	Useful life prescribed by Schedule II of the Companies Act, 2013 (in years)	Useful life estimated by Company (in years)
Office Building	60	60
<u>Computer & Data Processing</u>		
· Servers and networks	6	6
· End user devices (laptop, desktop etc.)	3	3
Furniture & Fixtures	10	10
Vehicles	8	8
Office Equipments	5	5
Air Conditioners	5	5

2.15 Intangible assets and amortisation thereof

Intangible assets are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment. The intangible assets are amortised using the straight line method over a period of their useful lives estimated by the management. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.16 Impairment of non-financial assets

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

2.17 Provisions and contingent liabilities

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Group also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.18 Retirement and other employee benefits

(i) Gratuity

The employees of the Company are eligible for gratuity in accordance with the Payment of Gratuity Act. Retirement benefits in the form of gratuity is considered as defined benefit obligation. During the year, for the first time the Company has funded its gratuity liability (past & present) by contributing to a life group savings insurance plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation. The valuation has been carried out using the project Unit Credit Method as per Ind AS 19 to determine the Present Value of Defined Benefit Obligations and the related Current Service Cost and, where applicable, Past Service Cost.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

(ii) Provident fund

The Group contributes to a recognized provident fund which is a Defined Contribution Scheme. The contributions are accounted for on an accrual basis and recognized in the Statement of Profit and Loss.

(iii) Compensated absences

Unutilized leave of staff lapses as at the year end and is not encashable. Accordingly, no provision is made for compensated absences.

2.19 Fair value measurement

The Group measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy

Notes forming part of the Consolidated Financial Statements

Note 3 Cash and cash equivalents

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Cash on hand	0.82	0.69
Balances with banks in current accounts	238.79	452.87
Earmarked balances with banks (unpaid dividend)	2.63	2.63
Total	242.24	456.19

Note 4 Bank balance other than cash and cash equivalents

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed deposit with maturity for less than 12 months	7,900.71	2,858.00
Fixed deposit with maturity for more than 12 months	5,354.78	9,850.16
Interest accrued on fixed deposits	85.96	57.61
Total	13,341.45	12,765.77

Note 4(a) Breakup of deposits

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed deposits under lien with stock exchanges towards base capital	8,045.47	6,584.74
Fixed deposits lien with bank - Collateral security against bank overdraft facility	3,395.20	2,990.67
Fixed deposits lien with bank - Collateral security against bank overdraft facility of Wholly Owned Subsidiary*	1,198.89	2,494.89
Interest accrued on fixed deposits	85.96	57.61
Fixed deposits free from lien	615.93	637.86
Total	13,341.45	12,765.77

* As on March 31, 2024, the Holding Company has pledged its term deposits aggregating to Rs.1,198.89 lakhs (previous year Rs 2,494.89 lakhs) for its wholly owned subsidiary to avail overdraft facility ; with an outstanding amount of Rs.907.17 lakhs (previous year Rs 1,869.79 lakhs) as at year end. In order to comply with Rule 8(1)(f) and 8(3)(f) of Securities Contracts (Regulation) Rules, 1957 (SCRR), the said term deposits are unpledged and the bank overdraft has been repaid by the subsidiary company subsequent to the current year ended March 31, 2024. The management does not expect any material impact on the consolidated financial statements for the year ended March 31, 2024 in respect of the above matter.

Note 5 Securities held for trading

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
At fair value through profit and loss		
Shares and Securities held for trading*	1,068.06	28.75
Total	1,068.06	28.75

*includes ₹ 162.21 lakhs (Previous year ₹ 0.77 lakhs) pledged with Indian Clearing Corporation of India

Note 6 Trade receivables

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Receivables considered good - Unsecured	1,026.30	386.66
Receivables - Credit impaired	308.73	249.69
	1,335.03	636.35
Less: Impairment loss allowance	(308.73)	(249.69)
Total	1,026.30	386.66

Notes forming part of the Consolidated Financial Statements

Trade Receivables ageing schedule

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					As at 31st March 2024
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	984.95	4.92	6.81	6.74	22.87	1,026.30
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	170.33	1.87	14.75	1.44	77.35	265.73
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	43.00	43.00
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Sub-total	1,155.28	6.79	21.56	8.18	143.22	1,335.03
Less: Impairment loss allowance	(170.33)	(1.87)	(14.75)	(1.44)	(120.35)	(308.73)
Total	984.95	4.92	6.81	6.74	22.87	1,026.30

Trade Receivables ageing schedule

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					As at 31st March 2023
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	345.23	0.20	0.33	0.91	40.00	386.66
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	61.61	0.37	1.49	6.12	137.11	206.70
(iv) Disputed Trade Receivables – considered good	-	-	-	-	43.00	43.00
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Sub-total	406.83	0.57	1.82	7.03	220.11	636.36
Less: Impairment loss allowance	-61.61	-0.37	-1.49	-6.12	-180.11	-249.70
Total	345.23	0.20	0.33	0.91	40.00	386.66

Note 7 Other receivables

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Receivables Considered Good		
i.Secured	-	-
ii.Unsecured	2.30	2.30
Total	2.30	2.30

Notes forming part of the Consolidated Financial Statements

Note 8 Loans

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
(A) At Amortised cost		
Margin trade funding (MTF)	3,948.07	1,062.11
Loan to employees	2.90	1.81
Loans repayable on demand	11,199.78	11,436.30
Less: Impairment loss allowance	899.07	901.78
Total (A) Net	14,251.68	11,598.43
(B) Secured/Unsecured		
Secured	3,963.47	1,083.15
Unsecured	11,187.28	11,417.07
Less: Impairment loss allowance	899.07	901.78
Total (B) Net	14,251.68	11,598.43
(C) Loans in India		
Public Sector	-	-
Others	15,150.75	12,500.21
Less: Impairment loss allowance	899.07	901.78
Total (C) Net	14,251.68	11,598.43

Note 9 Investment

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
(A1) At Amortised cost		
In equity instrument of other company		
17,49,010 (Previous Year : 17,49,010) Equity Shares of Gujarat Narmada Flyash\ Company Limited of ₹ 10/- each	151.45	151.45
11,06,112 (Previous Year : 11,06,112) Equity shares of Kelvin Fincap Limited of ₹5 each	80.31	80.31
500,000 (Previous Year : 500,000) Equity Shares of Greenvalue Agrofarm Limited of ₹ 10/- each	50.00	50.00
500,000 (Previous Year : 500,000) Equity Shares of K D Trend Wear Limited of ₹ 10/- each	50.00	50.00
Less: Impairment loss allowance	(331.76)	(331.76)
Total investment in equity instrument of other companies (I)	-	-
(A2) At Amortised cost		
In Government Securities		
In Tresaury bill (364T290623)	-	10.00
In G-SEC 738GS2027	10.00	10.00
Total investment in Government Securities* (IV)	10.00	20.00
*includes 10 lakhs (Previous year 20 lakhs) pledged with Bombay Stock Exchange		
(B1) At Fair value through Other Comprehensive Income		
In Mutual Fund		
6337.632 (Previous Year : Nil) HDFC balance advantage fund - growth	20.26	6.00
16565.337 (Previous Year : Nil) HDFC multi asset fund - growth	10.15	-
3212.908 (Previous Year : Nil) ICICI prudent mutli asset fund - growth	20.41	-
Nil (Previous Year : 8731.329) HDFC short term debt fund - growth	-	2.30
Nil (Previous Year : 98947.15) ICICI prudential short term fund-growth	-	50.00
Liquid Bees	0.06	-
1.979 (Previous Year : Nil) Nippon India Etf Nifty 1D Rate Liquid Bees	0.02	-
Nil (Previous Year : 900) Nifty Bees	-	1.71
Total investment in Mutual Fund and liquid bees* (II)	50.90	60.01
*includes ₹40.75 Lakhs (Previous year ₹0.81 lakhs) pledged with Indian Clearing Corporation of India		192

Notes forming part of the Consolidated Financial Statements

(₹ in lakhs)

(B2) At Fair value through Other Comprehensive Income		
In quoted equity instruments		
1000 (Previous Year : 2000) Equity Shares of Central Depository Services Limited of ₹ 10/- each	17.12	18.18
15,000 (Previous Year : 35,000) Equity Shares of Housing and Urban Development Corporation Ltd of ₹ 10/- each	28.10	15.17
1450 (Previous Year : Nil) Equity Shares of Reliance Industries Ltd of ₹ 10/- each	37.21	-
2,000 (Previous Year : 4250) Gujarat Narmada Valley Fertilizers and Chemicals Limited of ₹ 10/each	12.50	10.19
7500 (Previous Year : Nil) National Aluminium Company Limited of ₹ 5/- each	11.43	-
400 (Previous Year : Nil) Infosys of ₹ 5/- each	6.00	-
Nil (Previous Year : 16000) Rashtriya Chemicals & Fertilizers Ltd of ₹ 10/- each	-	15.26
Nil (Previous Year : 200) Mahindra & Mahindra Equity shares of ₹ 5/- each	-	2.32
Nil (Previous Year : 175) Asian Paints Limited of ₹ 2/- each	-	4.83
Nil (Previous Year : 100) Axis Bank of ₹ 2/- each	-	0.86
Nil (Previous Year : 100) Cipla Ltd of ₹ 2/- each	-	0.90
250 (Previous Year : Nil) Bajaj Finance Limited of ₹ 2/- each	18.10	-
5200 (Previous Year : Nil) UPL Limited of ₹ 2/- each	23.70	-
1320 (Previous Year : Nil) Berger Paints of ₹ 1/- each	7.56	-
275 (Previous Year : Nil) Escorts Kubota Limited of ₹ 10/- each	7.64	-
600 (Previous Year : Nil) Tech Mahindra limited of ₹ 5/- each	7.50	-
150 (Previous Year : Nil) Atul ltd of ₹ 10/- each	8.61	-
1250 (Previous Year : Nil) Dabur of ₹ 1/- each	6.54	-
1650 (Previous Year : Nil) HDFC Bank of ₹ 1/- each	23.90	-
300 (Previous Year : Nil) LTI Mindtree of ₹ 1/- each	14.81	-
1350 (Previous Year : Nil) JSW Steel of ₹ 1/- each	11.22	-
Total investments in quoted equity instruments* (III)	241.93	67.70
*includes ₹ 51.10 Lakhs (Previous year ₹ 21.83 lakhs) pledged with Indian Clearing Corporation of India		
Total Investment (I+II+III+IV)	302.83	147.71
Investments in India	302.83	147.71
Investments outside India	-	-

Note 10 Other financial assets

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Deposits with stock exchanges	491.27	400.35
Deposit with professional clearing member	52.75	-
Deposit with depository	2.50	2.50
Other deposits	522.28	21.98
Receivable against sale of property	4.50	4.50
Total	1,073.30	429.33

Notes forming part of the Consolidated Financial Statements

Note 11 Current tax assets (net)

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Income tax paid (net of provision for tax)	83.07	253.50
Total	83.07	253.50

Note 12 Deferred tax assets (net)

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Deferred tax liabilities		
Property, plant and equipment & other intangible assets	126.90	134.48
Total	126.90	134.48
Deferred tax assets:		
Property, plant and equipment & other intangible assets	5.86	6.07
Impairment allowance for financial assets	283.60	295.57
Remeasurements of net defined benefit expenses	19.53	16.60
MAT credit entitlement	7.79	45.23
Total	316.79	363.46
Net Deferred tax asset	189.88	228.99

Note 13 Investment property

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
At Amortised cost		
Investment property	200.51	200.51
Total	200.51	200.51

Notes forming part of the Consolidated Financial Statements

Note 14 Property, Plant & Equipment (Current Year)

Particulars	Gross Block				Accumulated Depreciation / Amortisation				Net Block	
	As at 1 April 2023	Additions	Deductions	As at 31 March 2024	As at 1 April 2023	For the year	On disposal/ Adjustments	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
Property, Plant and Equipment										
<u>Own Assets:-</u>										
Building	1,042.03	-	265.31	776.71	211.80	11.25	19.22	203.82	572.89	830.22
Furniture and Fixtures	360.40	0.80	-	361.20	334.89	12.61	-	347.51	13.70	25.51
Vehicles	185.79	-	-	185.79	181.80	3.98	-	185.79	-	3.98
Office Equipment	125.45	10.22	-	135.67	111.50	4.51	-	116.01	19.65	13.95
Air Conditioners	48.07	-	-	48.07	45.51	0.93	-	46.44	1.63	2.56
Computers	143.47	14.17	-	157.64	124.49	10.78	-	135.28	22.36	18.98
Total	1,905.20	25.19	265.31	1,665.07	1,009.99	44.07	19.22	1,034.84	630.23	895.20

There is no Capital work in progress as at 31st March 2024. Accordingly disclosure requirement of (i) Capital work in progress ageing and (ii) Overdue completion of Capital work-in-progress or exceeded cost as compared to original plan is not applicable

Note 14A Intangible assets (Current year)

Particulars	Gross Block				Accumulated Depreciation / Amortisation				Net Block	
	As at 1 April 2023	Additions	Deductions	As at 31 March 2024	As at 1 April 2023	For the year	On disposal/ Adjustments	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
Property, Plant and Equipment										
<u>Own Assets:-</u>										
Computer Software	121.84	-	-	121.84	119.24	2.13	-	121.37	0.47	2.60
Membership of Stock Exchanges	291.60	-	-	291.60	226.95	24.94	-	251.89	39.71	64.65
Merchant Banking Licence	31.33	-	-	31.33	31.33	-	-	31.33	-	-
Total	444.77	-	-	444.77	377.53	27.06	-	404.59	40.18	67.25

There are no Intangible assets under development

Notes forming part of the Consolidated Financial Statements

Note 14 Property, Plant & Equipment (Previous Year)

(₹ in lakhs)

Particulars	Gross Block			Accumulated Depreciation / Amortisation				Net Block	
	As at 1 April 2022	Additions	Deductions	As at 31 March 2023	As at 1 April 2022	For the year	On disposal/ Adjustments	As at 31 March 2023	As at 31 March 2022
Property, Plant and Equipment									
Own Assets: _____									
Building	1,042.03	-	-	1,042.03	197.51	14.30	-	211.80	844.52
Furniture and Fixtures	360.13	0.27	-	360.40	322.32	12.57	-	334.89	37.81
Vehicles	185.79	-	-	185.79	172.35	9.45	-	181.80	13.44
Office Equipment	122.62	2.83	-	125.45	108.12	3.37	-	111.50	14.49
Air Conditioners	46.20	2.42	0.56	48.07	44.82	1.24	0.56	45.51	1.38
Computers	136.51	7.28	0.32	143.47	115.94	8.88	0.32	124.49	20.57
Total	1,893.27	12.80	0.87	1,905.20	961.06	49.81	0.88	1,009.99	932.21

There is no Capital work-in progress as at 31st March 2023. Accordingly disclosure requirement of (i) Capital work in progress ageing and (ii) Overdue completion of Capital work-in-progress or exceeded cost as compared to original plan is not applicable

Note 14A Intangible assets (Previous Year)

(₹ in lakhs)

Particulars	Gross Block			Accumulated Depreciation / Amortisation				Net Block	
	As at 1 April 2022	Additions	Deductions	As at 31 March 2023	As at 1 April 2022	For the year	Transfer to Property plant and	As at 31 March 2023	As at 31 March 2022
Own Assets: _____									
Computer Software	121.84	-	-	121.84	116.19	3.06	-	119.24	5.65
Membership of Stock Exchanges	291.60	-	-	291.60	202.02	24.94	-	226.95	89.58
Merchant Banking Licence	31.33	-	-	31.33	28.21	3.13	-	31.33	3.13
Total	444.77	-	-	444.77	346.41	31.12	-	377.53	98.36
								67.25	98.36

There are no Intangible assets under development

Notes forming part of the Consolidated Financial Statements

Note 15 Other non-financial assets

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Prepaid expenses	67.10	62.88
Advances to suppliers and others	12.57	24.65
Indirect tax input credits	19.55	14.17
Accrued income	0.18	0.18
Net defined benefit asset	-	14.74
Total	99.40	116.62

Note 16 Derivative financial instruments

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
At fair value through Profit & Loss		
Derivative financial instrument (asset)/liability	122.12	-
Total	122.12	-

Note 17 Trade payables

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Total outstanding dues of micro enterprise and small enterprises	1.28	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	6,529.39	3,542.71
Total	6,530.67	3,542.71

The details of amount outstanding to Micro, Small and Medium Enterprises defined under “ Micro, Small and Medium Enterprises Development Act, 2006” (as identified based on information available with the Company and relied upon by the Auditors is as under).

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Principal amount due and remaining unpaid	0.34	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

The disclosures in respect of the amounts payable to such enterprises as at March 31, 2024 and March 31, 2023 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Notes forming part of the Consolidated Financial Statements

Trade Payables ageing schedule

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment as at 31st March 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at 31st March 2024
(i) MSME	1.28	-	-	-	1.28
(ii) Others	6,487.08	4.77	2.89	34.65	6,529.39
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
TOTAL	6,488.37	4.77	2.89	34.65	6,530.67

Trade Payables ageing schedule

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment as at 31st March 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at 31st March 2023
(i) MSME	-	-	-	-	-
(ii) Others	3,520.38	1.15	0.07	23.76	3,545.36
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
TOTAL	3,520.38	1.15	0.07	23.76	3,545.36

Note 18 Borrowings

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
At Amortised cost		
Secured		
Overdraft facility from banks *	2,380.32	2,793.26
Other unsecured loans	-	17.01
Total	2,380.32	2,810.26
Borrowings in India	2,380.32	2,810.26
Borrowings outside India	-	-
Total	2,380.32	2,810.26

*Particulars of security of borrowings

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Overdraft facility from banks		
HDFC Bank Limited - Secured against Term Deposits	1,473.08	923.47
Punjab National Bank - Secured against Term Deposits	0.06	-
Punjab National Bank - Secured against Term Deposits provided by Holding Company for wholly owned subsidiary company	907.17	1,869.79

Notes forming part of the Consolidated Financial Statements

Note 19 Deposits

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
At Amortised cost		
Security Deposits from clients and sub brokers	658.18	437.53
Total	658.18	437.53

Note 20 Other financial liabilities

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Unpaid dividend	2.63	2.63
Balance with clearing corporations	578.71	5.02
Provision for client compensation	231.75	-
Other payable	-	9.25
Total	813.09	16.90

Note 21 Provisions

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Gratuity	6.86	5.89
Total	6.86	5.89

Note 22 Other non financial liabilities

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Advance received against purchase of property	-	5.00
Revenue Received in advance	0.33	0.15
Statutory dues payable	25.40	31.26
Total	25.73	36.41

Notes forming part of the Consolidated Financial Statements

Note 23 Equity Share Capital

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Authorised 1,250,000,000 (Previous year: 1,250,000,000) Equity Shares of ₹ 1/-	12,500.00	12,500.00
Issued 840,000,000 (Previous year: 840,000,000) Equity Shares of ₹ 1/- each	8,400.00	8,400.00
Subscribed and fully paid up 840,000,000 (Previous year: 840,000,000) Equity Shares of ₹ 1/- each	8,400.00	8,400.00
Total	8,400.00	8,400.00

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	(₹ in lakhs)	No. of Shares	(in lakhs)
At the beginning of the year	84,00,00,000	8,400.00	84,00,00,000	8,400.00
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	84,00,00,000	8,400.00	84,00,00,000	8,400.00

(b) The Company has one class of Equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for 1 vote per share held. The dividend if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend. In event of liquidation the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholdings.

(c) Details of shareholders holding more than 5% shares in the company:

Name of Shareholder	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% holding	No. of Shares	% holding
Equity shares of ₹ 1/- each fully paid Kanji B. Rita	22,16,43,270	26.39%	22,16,43,270	26.39%

(d) Disclosure of Shareholding of Promoters

Shares held by promoters at the end of the current year					% Change during the year
Promoter Name	As at 31 March 2024		As at 31 March 2023		
	No. of shares	% of total shares	No. of shares	% of total shares	
Kanji B Rita	22,16,43,270	26.39%	22,16,43,270	26.39%	-
Kanji B Rita(HUF)	1,11,120	0.01%	1,11,120	0.01%	-

Shares held by promoters at the end of the previous year					% Change during the year
Promoter Name	As at 31 March 2023		As at 31 March 2022		
	No. of shares	% of total shares	No. of shares	% of total shares	
Kanji B Rita	22,16,43,270	26.39%	22,16,43,270	26.39%	-
Kanji B Rita(HUF)	1,11,120	0.01%	1,11,120	0.01%	-

Notes forming part of the Consolidated Financial Statements

Note 24 Other equity

(₹ in lakhs)

Particulars	As at 31 March 2024	As at 31 March 2023
Reserves and Surplus		
Capital Reserve		
Balance at the beginning of the year	20.25	20.25
Addition during the year	-	-
Balance at the end of the year	20.25	20.25
Security premium		
Balance at the beginning of the year	811.63	811.63
Addition during the year	-	-
Balance at the end of the year	811.63	811.63
Taxation Reserve		
Balance at the beginning of the year	125.00	125.00
Addition during the year	-	-
Balance at the end of the year	125.00	125.00
Statutory Reserve		
Balance at the beginning of the year	780.93	692.93
Addition during the year	110.00	88.00
Balance at the end of the year	890.93	780.93
Retained Earnings		
Balance at the beginning of the year	5,970.37	5,132.12
Profit/(Loss) for the year	1,200.47	926.26
Transfer to Statutory reserve	(110.00)	(88.00)
Non Controlling Interest	(0.0004)	(0.01)
Balance at the end of the year	7,060.84	5,970.37
General Reserve		
Balance at the beginning of the year	4,748.22	4,748.22
Transferred to Retained Earnings	-	-
Balance at the end of the year	4,748.22	4,748.22
Other Comprehensive Income		
Balance at the beginning of the year	19.99	14.82
Movement in other comprehensive income(net) during the year	86.47	5.16
Balance at the end of the year	106.46	19.99
Total Other Equity	13,763.33	12,476.38

Notes forming part of the Consolidated Financial Statements

Nature and purpose of reserve

(a) Capital reserve

Capital reserve represents amount paid up on partly paid equity shares forfeited due to non- payment of call money.

(b) Securities premium

Securities Premium reserves is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares, writing off the preliminary expenses in accordance with the provisions of the Companies Act, 2013.

(c) Taxation reserve

Amount set aside to meet with substantial tax litigation if any.

(d) Statutory reserve

In case of a subsidiary company carrying on Non-banking financial business, the Group creates a statutory reserve in accordance with the provisions of section 45 -IC of the Reserve Bank of India Act,1934 and transfer therein an amount of equal to/more than twenty percent of that subsidiary company's net profit of the year

(e) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

(f) General reserve

Under the erstwhile Companies Act, 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilized only in accordance with the specific requirements of Companies Act, 2013.

(g) Other comprehensive income

Other comprehensive income consist of remeasurement gains/losses on employees defined benefit expenses and change in fair value of investments

Notes forming part of the Consolidated Financial Statements

Note 25 Interest income

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest on margin trading funding	373.37	167.47
Interest from Financing activities	966.56	859.28
Interest on term deposits with banks	553.29	461.70
Total	1,893.22	1,488.45

Note 26 Dividend income

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Dividend received on Securities held for trading	4.36	0.20
Total	4.36	0.20

Note 27 Fees and commission income

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Brokerage	2,677.65	1,767.79
Commission	2.67	3.57
Research and advisory fees	37.84	29.29
Depository operations	166.71	61.08
Income from Loan Processing	0.14	-
Total	2,885.01	1,861.73

Note 28 Net gain/(loss) on fair value changes

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Net gain/(loss) on Financial instruments at fair value through profit or loss		
(i) Profit/ (Loss) on Securities held for trading	445.64	15.77
(ii) Profit/ (Loss) on Derivatives held for trading	146.17	23.20
Total	591.81	38.97
Fair Value Change:		
- Realised	629.05	38.97
- Unrealised	(37.24)	-
Total	591.81	38.97

Notes forming part of the Consolidated Financial Statements

Note 29 Sale of bullion

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Sale of Bullion	243.60	-
Total	243.60	-

Note 30 Other operating income

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Turnover Charges	224.74	183.09
Delayed payment charges from clients	101.35	111.56
Total	326.09	294.65

Note 31 Other income

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Dividend income from investment	3.32	3.70
Net gain/(loss) on sale of investments	2.38	5.71
Profit on sale of property	30.91	-
Others:		
(a) Interest Income on term deposits with bank	128.01	162.02
(b) Interest from Income Tax Refund	0.07	2.13
(c) Other Interest Income	59.94	29.16
(d) Miscellaneous income	80.07	14.81
(e) Rent Income	1.94	-
Total	306.64	217.54

Note 32 Finance costs

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
On instruments measured at amortised cost		
Interest on borrowings	185.12	174.26
Other interest expense	43.22	16.27
Interest on income tax	0.09	0.44
Total	228.43	190.97

Notes forming part of the Consolidated Financial Statements

Note 33 Fees and commission expense

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Sub- brokerage	1,691.94	1,017.69
Total	1,691.94	1,017.69

Note 34 Impairment/(Reversal) on financial instruments

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
On financial instruments measured at amortised cost		
Impairment loss on loans / receivables	-	1.77
Impairment loss allowance:		
On receivables	5.19	(28.93)
On Loans (MTF)	7.59	0.70
On credit risk and credit impaired loans	196.13	62.54
Total	208.91	36.08

Note 35 Purchase of bullion

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Purchase of bullion	240.00	-
Total	240.00	-

Note 36 Employee benefit expenses

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries	583.91	550.15
Contributions to Provident and Other Funds	34.75	38.28
Employees' gratuity expenses	15.03	11.84
Staff welfare expenses	25.58	23.00
Total	659.27	623.27

Notes forming part of the Consolidated Financial Statements

Note 37 Other expenses

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Transaction Charges	221.85	179.78
Payment to Franchisees	33.86	12.73
Commission to Arbitrager	11.53	5.55
Stock Exchange expenses	49.06	31.62
SEBI fees	19.83	9.05
ROC Fee	0.12	0.05
Depository charges	43.07	26.84
Rent, taxes and energy costs	32.41	34.84
Repairs and Maintenance	56.34	50.78
Printing & Stationery	3.72	3.55
CSR Expenditure	20.90	24.86
Communication cost	74.68	44.29
Computer & Software expenses	11.47	14.70
Legal and Stamping charges	0.12	0.08
Legal and professional fees	190.97	101.33
Auditor's Remuneration *	16.62	10.30
Directors Sitting fees	7.38	12.15
Insurance	8.33	14.60
Travelling & Conveyance expenses	1.23	1.65
Rates and Taxes	7.65	7.70
Demat expenses	0.11	-
Advertisement and business promotion	19.63	17.63
Membership & Subscription	54.66	37.18
STT on Investment	1.18	0.13
Preliminary expenses written off	-	0.00
Client Compensation	4.41	-
Commission paid	0.12	0.11
Donations	1.06	9.64
Penalty Fees	8.06	-
Increase in authorised share capital expense	28.75	-
Miscellaneous expenses	73.58	49.13
Total	1,002.68	700.25

Notes forming part of the Consolidated Financial Statements

***Auditor's remuneration**

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Statutory Audit Fees	10.90	5.55
Limited Review Reports	3.75	2.25
Taxation Services	1.03	1.88
Certification services	0.95	0.63
Total	16.62	10.30

Note 38 Exceptional item

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Exceptional item *	349.25	-
Total	349.25	-

* During the year, a fraud was committed on the Holding Company by one of the key employee, by siphoning Company's depository income aggregating to Rs 117.50 lacs (net of recovery of Rs 3.54 lakhs) to his personal trading accounts by passing fake journal voucher entries from the Holding Company through the use of general code ledgers. The said employee also fraudulently transferred securities from the DP account of the clients to his personal DP accounts. The value of such securities is estimated of Rs 231.75 lakhs as on March 31, 2024.

Some of affected DP account holders raised a claim against the Holding Company to replenish their transferred shares. Considering the underlying facts and circumstances, the Holding Company is of the view that the said affected DP holders are relatives of and in connivance with the said employee. These wrongful journal entries and fraudulently transferring securities off market from certain DP accounts to his personal DP account, were not only unauthorized but were effected without the knowledge or consent of the Board of Directors. A Police complaint dated December, 19 2023 was filed against the fraudulent employee, however First Information Report [FIR] is awaited. CDSL is also inspecting the matter and their report is awaited.

As a prudent measure and based on the Generally Accepted Accounting Policies (GAAP), pending recovery of illegal transfer of income of Rs. 117.50 lacs and the estimated market value of fraudulently transferred securities involved as on March 31, 2024 of Rs. 231.75 lakhs, the Holding Company has made full provision for the aggregate amount of Rs. 349.25 lakhs and disclosed separately as Exceptional Item in the Statement of Profit and Loss Account for the year ended March 31, 2024. Legal actions for recovery of such amount with interest are being initiated against the employee. The matter was considered by the Board of Directors in their earlier meeting held on February 5, 2024 and thereafter intimated to National Stock Exchange and Bombay Stock Exchange followed by responses to the queries raised by NSE in this regard.

Notes forming part of the Consolidated Financial Statements

Note 39 Earning per share

Basic Earnings per share

The calculations of profit attributable to equity shareholders and number of equity shares outstanding for purposes of basic earnings per share calculations are as follows:

PARTICULARS		For the year ended 31 March 2024	For the year ended 31 March 2024
a	Equity shares of face value of ₹ 1/- each outstanding during the year	84,00,00,000	84,00,00,000
b	Net (loss)/profit after tax available for equity shareholders (₹ in lakhs)	1,200.47	926.25
c	Basic earnings per share of ₹ 1/- each (=b/a)	0.14	0.11

Diluted earnings per share

The calculations of diluted earnings per share is based on profit attributable to shareholders and number of equity shares outstanding after adjustment for the effects of all dilutive potential equity shares. In the absence of any dilutive potential equity shares, the dilutive earnings per share is same as the basic earnings per share calculated herein above.

Note 40 Segment information

The Group's operations predominantly relate to Equity Broking, Commodity Broking, Financing and other related activities. In accordance with Ind AS-108 on segment reporting, the Group has identified (I) Equity / Commodity broking, Proprietary trading and (ii) Financing activities as reportable segments. During the year under report the Group was engaged in its business only with in India. The conditions prevailing in India being uniform, no separate geographical disclosures are considered necessary.

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2024
1. Segment Revenue		
a) Equity/Commodity broking, Proprietary trading & other related activities	4,946.04	2,814.63
b) Financing & other related activities	998.23	864.82
c) Others	306.63	221.24
Total	6,250.90	3,900.69
Less: Inter Segment Revenue	0.18	0.07
Income from Operations, Other Operating Income & Other Income	6,250.73	3,900.62
2. Segment Results Profit/(Loss) before tax and interest from each segment		
a) Equity/Commodity broking, Proprietary trading & other related activities	869.93	355.31
b) Financing & other related activities	867.15	708.41
c) Others	162.45	222.24
Total	1,899.54	1,285.96
Less: Interest	100.43	32.62
Profit / (Loss) from ordinary activities before tax	1,799.12	1,253.34
3. Capital Employed		
Segment Assets		
a) Equity/Commodity broking, Proprietary trading & other related activities	21,648.00	16,956.47
b) Financing & other related activities	9,996.09	10,420.68
c) Others	1,056.50	348.21
Total Segment Assets - A	32,700.59	27,725.37
Segment Liabilities		
a) Equity/Commodity broking, Proprietary trading & other related activities	9,577.61	4,926.02
b) Financing & other related activities	945.50	1,921.56
c) Others	13.86	2.12
Total Segment Liabilities - B	10,536.98	6,849.70

Notes forming part of the Consolidated Financial Statements

Note 41 Related Party Disclosures

(A) As per Indian Accounting Standard on related party disclosure (Ind AS 24), the name of the related parties and the nature of relationship are as follows:

Nature of Relationship	Name of Related parties
Director and Key Management Personnel	Kanji B. Rita
	Kamlesh S Limbachiya
	Lasha Meet Rita
	Meet Kanji Rita
	Harilal B Rita
	Sachin B. Shah
	Surji Damji Chheda
	Shantilal B Rita
Key Management Personnel (KMP)	Arvind Jethalal Gala
	Shikha Ashok Mishra
Relative of Director	Shantiben K. Rita
	Krushmi K Rita
	Neeta Mukesh Gada
	Kalavati K. Limbachiya
	Manjulaben Shankarlal Limbachiya
	Sagar K. Limbachiya
	Mitaxi Vinod Limbachiya
	Kusum Limbachiya
	Parvati Lalji Chheda
	Jayesh Rupshi Shah
	Damji Champsai Chheda
	Kantilal B Rita
	Keshav Damji Shah
	Chhaya Surji Chheda
	Daxa Jayanti Gada
Bharat Shah	
Relative of Key Management Personnel (KMP)	Kunjil Arvind Gala
	Mithil Arvind Gala
	Dhairya Arvind Gala
	Jethalal Bhachu Gala
	Mukesh Jethalal Gala
	Dhruvil Mukesh Gala
Enterprises significantly influenced by Directors and KMP	Arvind J. Gala HUF
	Mukesh Jethalal Gala HUF
	Jethalal Bhachu Gala HUF
	Arvind Gala Advisory Services (OPC) Private Limited
	Dhairya Management Service Private Limited
	Kanji B Rita HUF
	Shantilal B Rita HUF
	Harilal B Rita HUF
	Surji Damji Chheda HUF
	Keshvi Developers Private Limited
	Chhaya Securities Private Limited
	Trushti Enterprise LLP
	Pioneer Securities Private Limited
	Kamlesh S Limbachiya HUF
	Kothari Builders private limited
Kenorita Realty LLP	

Notes forming part of the Consolidated Financial Statements

(B) Details of Related Party transactions during the year ended 31 March 2024

(₹ in lakhs)

Name of the related party and nature of transaction	Nature of Relationship	Transaction amount	
		For the year ended 31st March 2024	For the year ended 31st March 2023
Remuneration paid			
Harilal B Rita	Director and Key Management Personnel	4.00	-
Kamlesh S Limbachiya	Director and Key Management Personnel	25.80	25.80
Kanji B. Rita	Director and Key Management Personnel	51.60	51.60
Lasha Meet Rita	Director and Key Management Personnel	16.13	16.13
Meet Kanji Rita	Director and Key Management Personnel	24.00	24.00
Sachin B. Shah	Director and Key Management Personnel	2.00	12.00
		123.53	129.53
Salary Paid			
Arvind Jethalal Gala	Key Management Personnel (KMP)	15.96	14.56
Bhavi R Gandhi	Key Management Personnel (KMP)	-	8.84
Dhruvil Mukesh Gala	Relative of Key Management Personnel (KMP)	5.81	-
Heena Harilal Rita	Relative of Director	-	0.35
Jinisha Harilal Rita	Relative of Director	-	1.05
Krushmi K Rita	Relative of Director	0.55	-
Sagar Limbachiya	Relative of Director	-	0.81
Shikha Misha	Key Management Personnel (KMP)	6.05	-
		28.37	25.61
Director Sitting fees			
Harilal B Rita	Director and Key Management Personnel	0.10	0.10
Kamlesh S Limbachiya	Director and Key Management Personnel	0.20	0.20
Kanji B. Rita	Director and Key Management Personnel	0.20	0.20
Lasha Meet Rita	Director and Key Management Personnel	0.10	0.10
Meet Kanji Rita	Director and Key Management Personnel	0.20	0.20
Surji Damji Chheda	Director	2.28	-
		3.08	0.80
Loans given			
Arvind J. Gala HUF	Enterprises significantly influenced by Directors and KMP	1,713.80	330.00
Jayesh Rupshi Shah	Relative of Director	55.00	-
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	740.25	2.00
Kunjral Arvind Gala	Relative of Key Management Personnel (KMP)	69.00	169.00
Mukesh J Gala HUF	Enterprises significantly influenced by Directors and KMP	785.85	-
Mukesh Jethalal Gala	Relative of Key Management Personnel (KMP)	-	2.00
		3,363.90	503.00
Loans repaid			
Arvind J. Gala HUF	Enterprises significantly influenced by Directors and KMP	2,009.25	80.00
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	-	2.00
Kunjral Arvind Gala	Relative of Key Management Personnel (KMP)	236.00	2.00
Mukesh J Gala HUF	Enterprises significantly influenced by Directors and KMP	1,025.00	-
Mukesh Jethalal Gala	Relative of Key Management Personnel (KMP)	-	2.00
		3,270.25	86.00
Interest charged			
Arvind J. Gala HUF	Enterprises significantly influenced by Directors and KMP	43.04	6.11
Jayesh Rupshi Shah	Relative of Director	4.04	-
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	2.58	0.01
Kunjral Arvind Gala	Relative of Key Management Personnel (KMP)	13.69	2.55
Mukesh J Gala HUF	Enterprises significantly influenced by Directors and KMP	5.03	-
Mukesh Jethalal Gala	Relative of Key Management Personnel (KMP)	-	0.01
		68.38	8.68
Interest received			
Kothari builders private limited	Enterprises significantly influenced by Directors and KMP	-	10.89
		-	10.89
Brokerage & DP charges income			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	0.22	0.12
Arvind J. Gala HUF	Enterprises significantly influenced by Directors and KMP	0.0032	0.0010
Arvind Jethalal Gala	Key Management Personnel (KMP)	0.0019	0.0012
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.02
Chhaya Surji Chheda	Relative of Director	0.54	-
Damji Champsi Chheda	Relative of Director	0.26	-
Daxa Jayanti Gada	Relative of Director	0.28	-
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	0.18	0.40
Harilal B Rita	Director and Key Management Personnel	-	2.05
Harilal B Rita HUF	Enterprises significantly influenced by Directors and KMP	-	0.02
Heena Harilal Rita	Relative of Director	-	0.10
Jayesh Rupshi Shah	Relative of Director	3.07	210.55

Notes forming part of the Consolidated Financial Statements

(B) Details of Related Party transactions during the year ended 31 March 2024

(₹ in lakhs)

Name of the related party and nature of transaction	Nature of Relationship	Transaction amount	
		For the year ended 31st March 2024	For the year ended 31st March 2023
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	0.63	-
Jinisha Harilal Rita	Relative of Director	-	0.41
Kamla Harilal Rita	Relative of Director	-	0.16
Keshav Damji Shah	Relative of Director	0.03	-
Kunjal Arvind Gala	Relative of Key Management Personnel (KMP)	-	0.0012
Kunjal Arvind Gala	Relative of Key Management Personnel (KMP)	0.0005	-
Lasha Meet Rita	Director and Key Management Personnel	-	0.20
Meet Kanji Rita	Director and Key Management Personnel	-	-
Mitaxi Vinod Limbachiya	Relative of Director	-	0.00
Mithil Arvind Gala	Relative of Key Management Personnel (KMP)	0.02	-
Mukesh Jethalal Gala	Relative of Key Management Personnel (KMP)	0.001	-
Neeta Mukesh Gada	Relative of Director	0.02	0.01
Padma Shantilal Rita	Relative of Director	-	0.02
Parth Harilal Rita	Relative of Director	-	0.21
Pioneer Securities Private Limited	Enterprises significantly influenced by Directors and KMP	0.01	-
Romil shantilal Rita	Relative of Director	-	0.46
Shantiben Kanji Rita	Relative of Director	0.0030	0.20
Shantilal Bhachubhai Rita	Director and Key Management Personnel	0.01	0.08
Shantilal Bhachubhai Rita HUF	Enterprises significantly influenced by Directors and KMP	0.02	0.02
Surji Damji Chheda	Director	0.10	-
Surji Damji Chheda HUF	Enterprises significantly influenced by Directors and KMP	0.0035	-
Trushti Enterprises LLP	Enterprises significantly influenced by Directors and KMP	0.0030	-
		5.38	6.04
Sub-brokerage Paid			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	0.07	-
Jayesh Rupshi Shah	Relative of Director	0.05	-
Jethalal B Gala	Relative of Key Management Personnel (KMP)	0.00	-
Kunjal Arvind Gala	Relative of Key Management Personnel (KMP)	14.98	2.98
		15.11	2.98
Margin trade funding given			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	68.33	33.00
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.10
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	-	108.58
Jayesh Rupshi Shah	Relative of Director	184.06	37.97
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	60.36	106.08
		312.76	285.73
Margin trade funding repaid			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	45.36	50.20
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.38
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	-	163.71
Jayesh Rupshi Shah	Relative of Director	130.78	15.91
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	121.23	51.32
		297.37	281.51
Interest on margin trade funding			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	3.76	4.94
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.01
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	-	6.08
Jayesh Rupshi Shah	Relative of Director	10.26	2.98
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	2.99	2.99
		17.01	17.00
Delayed payment charges			
Bhavi R Gandhi	Key Management Personnel (KMP)	-	0.0008
Daxa jayanti gada	Relative of Director	0.0044	-
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	-	0.10
Jayesh Rupshi Shah	Relative of Director	0.36	1.30
Neeta Mukesh Gada	Relative of Director	0.0003	-
Shantilal Bhachubhai Rita HUF	Enterprises significantly influenced by Directors and KMP	-	0.0005
		0.36	1.39
Professional Fees #			
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	80.00	-
		80.00	-
Security Deposit #			
Dhairya Management Service Private limited	Enterprises significantly influenced by Directors and KMP	500.00	-
		500.00	-

Notes forming part of the Consolidated Financial Statements

(₹ in lakhs)

Name of the related party and nature of transaction	Nature of Relationship	Transaction amount	
		For the year ended 31st March 2024	For the year ended 31st March 2023
Outstanding Balances			
Trade Payables			
Daxa jayanti gada	Relative of Director	7.16	-
Jayesh Rupshi shah	Relative of Director	-	4.83
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	-	4.80
Kunjil Arvind Gala	Relative of Key Management Personnel (KMP)	0.53	0.16
Lasha Meet Rita	Director and Key Management Personnel	-	0.03
		7.69	9.82
Trade Receivable			
Arvind Jethalal Gala	Key Management Personnel (KMP)	0.01	-
Jayesh Rupshi shah	Relative of Director	2.77	-
Neeta Mukesh Gada	Relative of Director	-	0.0035
Pioneer Securities Private Limited	Enterprises significantly influenced by Directors and KMP	0.0022	-
Shantiben Kanji Rita	Relative of Director	0.0035	0.0035
Shantilal Bhachubhai Rita	Director and Key Management Personnel	-	0.0035
		2.78	0.01
Loan			
Arvind J. Gala HUF	Enterprises significantly influenced by Directors and KMP	-	250.00
Jayesh Rupshi shah	Relative of Director	55.00	-
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	742.83	-
Mukesh J Gala HUF	Enterprises significantly influenced by Directors and KMP	688.07	-
		1,485.90	250.00
Margin trade funding			
Arvind Gala Advisory Services (OPC) Private Limited	Enterprises significantly influenced by Directors and KMP	78.45	55.48
Jayesh Rupshi shah	Relative of Director	75.34	22.06
Jethalal B Gala HUF	Enterprises significantly influenced by Directors and KMP	1.09	61.95
		154.88	139.49

All Related Party Transactions entered during the current and previous year were in ordinary course of the business and on arm's length basis.

Related party transactions with Dhairya Management Services Pvt Ltd, aggregating to Rs 580 lakhs including security deposit being material, are subject to shareholders' approval. The security deposit of Rs.300 lakhs has been received back by the Company in the subsequent financial year. The Company does not expect any material impact on the financial statements in respect of the above matter.

(b) Loans and Advances to Promoters, Directors, KMPs and Related parties

(₹ in lakhs)

Type of Borrowers	As at 31 March 2024		As at 31 March 2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related parties	1,640.78	10.83%	389.49	3.12%
Total Loans to related party	1,640.78	10.83%	389.49	3.12%
Total outstanding loans and advances (Gross)	15,150.75		12,500.21	

Notes forming part of the Consolidated Financial Statements

Note 42 : STATEMENT OF CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Companies Act, 2013. The details of the CSR expenditure required to be incurred and amounts

Details of CSR Expenditure of the Group for the year ended 31 March 2024:

(₹ in lakhs)

Sr. no	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
1	Amount required to be spent by the Group during the year	18.02	17.49
2	Amount of expenditure incurred on :	-	-
	(i) Construction/acquisition of any asset	-	-
	(ii) On purposes other than (i) above	18.08	2.00
3	Shortfall/(Excess) at the end of the year	(0.06)	15.49
4	Total of previous year's shortfall	-	-
5	Reason for shortfall	Not Applicable	For FY 2022-23, the Company has contributed before 31-03-2023 its CSR obligation to an intermediary agent (IA). However, the IA has not utilised such contribution before 31-03-2023.
6	Nature of CSR activities	Schedule VII - clause (ii) promoting education, clause (iii) setting up old age home & clause (iv) animal welfare	Promoting health care including preventive health care
7	Details of related party transactions, [e.g., contribution to a trust controlled by the Group] in relation to CSR expenditure as per relevant Accounting Standard,	Not Applicable	Not Applicable

Note 43 . CONTINGENT LIABILITIES

(₹ in lakhs)

Sr.no	Particulars	As at 31 March 2024	As at 31 March 2023
1	Income tax demands in appeal before the first appellate authority.	347.82	224.98
2	SEBI Whole Time Member (WTM) passed an order against the Group's Parent Company and its directors (including independent directors and a non executive director) and officers for violation of SEBI ICDR regulations. The said order was challenged before the Securities Appellate Tribunal (SAT), by an appeal by the Parent Company and others. The SAT, by its order dated 10.10.2019 gave full relief to the independent directors & non executive directors and partial relief to the Group's Parent Company and its directors & officers. However, before disposal of the appeals by SAT, SEBI's Adjudication Officer (AO) passed an order dated 30.08.2019 to levy penalty of Rs. 75 lakhs on the Group's Parent Company and various penalties on Others, u/s 15HA & 15HB of the SEBI Act. On an appeal to SAT, the said penalty orders on the Group's Parent Company & Others have been set aside vide an order dated 26.02.2020 and the matter has been remitted to the AO to decide them afresh. The Company has filed an appeal on 28.11.2020 before Supreme Court against the aforesaid order of WTM dated 10.10.2019 which is pending for disposal as on 31.03.2024.	Not ascertainable	Not ascertainable
3	In the case of Holding Company, the National Stock Exchange (NSE) passed penalty order dated 28th April, 2024 alleging misuse of client's funds. The Company has filed review application with supporting documents with NSE in defence to establish that the penalty is levied on the basis of incorrect facts, premises and calculations. A final order from the Member and Core Settlement Guarantee Fund Committee (MCSGFC) is awaited as on 31st March, 2024. The management is of the opinion that no cash outflow is likely arise to out of the said alleged penalty order.	56.52	-

Notes forming part of the Consolidated Financial Statements

Note 44 Employee Benefit

Gratuity

The employees of the Company are eligible for gratuity in accordance with the Payment of Gratuity Act. To meet its obligation the company has a Defined Employee Benefit Plan. The valuation for the purpose of contribution the funded plan has been carried based on Project Cost Unit method as per Ind AS 19 to determine the Present Value of Defined Benefit Obligations and the related Current Service Cost and, where applicable, Past Service Cost.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

a) Movement in defined benefit obligation

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Present value of defined benefit obligation at beginning of year	126.73	138.81
Current Service cost	16.97	13.65
Interest expense or cost	9.39	9.64
Return on Plan Asset (more)/less than expected based on discount rate	(10.38)	(10.23)
Benefits payout plans	-	(21.60)
Re-measurements due to:		
- Actuarial loss / (gain) arising from change in financial assumptions	2.32	0.91
- Actuarial loss / (gain) arising from change in demographic assumptions	0.19	(10.69)
- Actuarial loss / (gain) arising on account of experience changes	5.40	(3.95)
Return on Plan Asset (more)/less than expected based on discount rate	10.38	10.23
Benefits paid	-	-
Present value of obligation as at the end	161.00	126.76
Movement in Plan Assets		
Fair Value of plan assets as at beginning	135.61	141.55
Employer contribution	9.20	10.14
Employer contribution on behalf of subsidiaries	-	-
Excess contribution	-	-
Benefits payout from plan	-	(21.60)
Actual Return on Plan Asset	9.35	5.52
Fair Value of plan assets as at end	154.17	135.61
Net defined benefit liability/(asset) as at the end of the year	6.83	-8.86

(b) Expenses charged to the Statement of Profit & Loss

(₹ in lakhs)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Current Service cost	16.97	13.65
Net Interest Cost/(Income) on the Net Defined Benefit Liability /(Asset)	(0.99)	(0.59)
Accrued gratuity cost /(income) credited to Profit and Loss account	-	-
Expenses recognised in the income statement	15.98	13.06

(c) Key actuarial assumptions

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Discount Rate (p.a.)	7.24%	7.40%
Salary growth rate (p.a.)	10.00%	10%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/rates available bonds as on the current validation date.

Notes forming part of the Consolidated Financial Statements

Note 45 FINANCIAL RISK MANAGEMENT

The Group has established a comprehensive system for risk management and internal controls for all its businesses to manage the risks that it is exposed. The objective of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallization of such risks.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The risk management system features 'three lines of defence' approach.

1. The first line of defence comprises its operational departments, which assume primary responsibility for their own risks and operate within the limits stipulated in various policies approved by the Board or by committees constituted by the Board.

2. The second line of defence comprises specialized department such as risk management and compliance. They employ specialized methods to identify and assess risks faced by the operational departments and provide them with specialized risk management tools and methods, facilitate and monitor the implementation of effective risk management practices, develop monitoring tools for risk management, internal controls and compliances, report risk related information and promote the adoption of appropriate risk prevention measures.

3. The third line of defence comprise the internal audit and external audit functions. They monitor and conduct periodic evaluations of the risk management, internal controls and compliance activities to ensure the adequacy of risk controls and appropriate risk governance and provide the Board with comprehensive feedback.

(a) Credit risk

It is risk of financial loss that the Group will incur a loss because its customers or counter parties to financial instruments fails to meet its contractual obligation.

The Group's financial assets comprises of cash and bank balances, trade receivables, loans, investments and other financial assets which comprise mainly of deposits.

The maximum exposure to credit risk at the reporting date is primarily from Group's trade receivable and loans.

The maximum exposure to credit risk at the reporting date is primarily from Group's trade receivable and loans.

Following provides exposure to credit risks for trade receivables and loans:

Trade receivables

The Group applies the Ind AS 109 simplified approach to measuring expected credit losses (ECLs) for trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables are calculated based on actual historic credit loss experience over the preceding three to five years on the total balance of non-credit impaired trade receivables. The Group considers a trade receivable to be credit impaired when one or more detrimental events have occurred, such as significant financial difficulty of the client or it becoming probable that the client will enter bankruptcy or other financial reorganization. When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognized in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

(₹ in lakhs)

PARTICULARS	As at 31 March 2024	As at 31 March 2023
Trade receivables	1,335.03	636.35
Less : Expected credit loss	308.73	249.69
Trade receivables (net)	1,026.30	386.66

Notes forming part of the Consolidated Financial Statements

Loans

Loans comprise of margin trade funding (MTF) and loan to employees.

MTF are secured loans. The Group applies the Ind AS 109 simplified approach to measuring expected credit losses (ECLs) for MTF at an amount equal to lifetime ECLs. The ECLs on MTF are calculated based on actual historic credit loss experience over the preceding years on the total balance of non-credit impaired MTF. There has been no credit impaired MTF observed as at the balance sheet date.

(₹ in lakhs)

PARTICULARS	As at 31 March 2024	As at 31 March 2022
Margin trade funding	3,948.07	1,062.11
Less : Expected credit loss	18.21	10.62
Margin trade funding (net)	3,929.85	1,051.49

Loan to employees is a nominal amount and is recovered regularly.

The Group includes Inventure Finance Private Limited, a wholly owned subsidiary of the Company, which is a Non Banking Financial Company registered under the RBI Act. It is required to follow guidelines as applicable to Non-Systemically Important Non-Deposit taking Company. Accordingly it follows the following model for ECL recognition on loans assets:

ECL on Standard Assets (Stage 1) – Provision of 0.25 per cent on the amount of loan given.

ECL on Sub-standard Assets (Stage 2) – Provision of 10 per cent of total outstanding shall be made.

ECL on Non- performing Assets (Stage 3) – Provision of 100 per cent of total outstanding shall be made.

Following table provides information about exposure to credit risk and ECL on Loan:

(₹ in lakhs)

Particulars	As at March 31 2024			
	Amortised Cost	Impairment Stage		
		Low credit risk	Significant increase in credit risk	Credit impaired
		(Stage 1)	(Stage 2)	(Stage 3)
	1	2	3	4
(A) Loans				
(i) Loans repayable on demand	10,502.44	7,515.67	2,520.98	465.79
(ii) Term loans	-	-	-	-
(iii) Others (to be specified)	-	-	-	-
Total (Gross)	10,502.44	7,515.67	2,520.98	465.79
Impairment loss allowance	(1,187.07)	(29.99)	(425.58)	(731.49)
Reversal of impairment allowances of earlier years	450.39	11.21	173.48	265.70
Total (Net)	9,765.76	7,496.88	2,268.88	-

(₹ in lakhs)

Particulars	As at March 31 2023			
	Amortised Cost	Impairment Stage		
		Low credit risk	Significant increase in credit risk	Credit impaired
		(Stage 1)	(Stage 2)	(Stage 3)
	1	2	3	4
(A) Loans				
(i) Loans repayable on demand	10,943.08	7,717.06	2,615.72	610.29
(ii) Term loans	-	-	-	-
(iii) Others (to be specified)	-	-	-	-
Total (Gross)	10,943.08	7,717.06	2,615.72	610.29
Impairment loss allowance	(1,441.32)	(30.32)	(345.81)	(1,065.19)
Reversal of impairment allowances of earlier years	550.16	11.03	84.24	454.89
Total (Net)	10,051.92	7,697.77	2,354.15	216 -

Notes forming part of the Consolidated Financial Statements

Movement in the allowances for impairment in respect of trade receivables and loans of the Group is as follows:

(₹ in lakhs)

PARTICULARS	As at 31 March 2024	As at 31 March 2023
Opening Balance	1,151.47	1,393.37
Net re-measurement of loss allowance	(87.85)	(241.89)
Closing Balance	1,063.62	1,151.47

Other financial assets considered to have a low credit risk:

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies. Investments comprise of quoted equity instruments, which are market tradeable. Other financial assets include deposits for assets acquired on lease and with qualified clearing counterparties and exchanges as per the prescribed statutory limits.

(b) Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The entity's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to entity's reputation.

Prudent liquidity risk management requires sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and close out market positions.

The Group has a view of maintaining liquidity with minimal risks while making investments. The Group invests its surplus funds in short term liquid assets in bank deposits. The Group monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

(c) Market Risk

Market risk arises when movements in market factors (interest rates, credit spreads and equity prices) impact the Group's income or market value of its portfolios. The Group, in its course of business, is exposed to market risk due to change in equity prices, interest rates. The objective of market risk management is to maintain an acceptable level of market risk exposure while aiming to maximize returns.

i. Equity Price

The Group's exposure to equity price risk arises primarily on account of its proprietary positions and on account of margin bases positions of its clients in equity cash and derivative segments.

The Group's equity price risk is managed in accordance with its Risk Policy approved by Board.

ii. Interest rate risk

The Group is exposed to Interest rate risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.

The Group's interest rate risk arises from interest bearing deposits with bank and loan given to customers. Such instrument exposes the Group to fair value interest rate risk. Management believes that the interest rate risk attached to these financial assets is not significant due to the nature of these financial assets.

Notes forming part of the Consolidated Financial Statements

Note 46 INCOME TAX

(A) The major components of income tax expense for the year are as under

(₹ in lakhs)

PARTICULARS	For the year ended	
	31 March 2024	31 March 2023
Current Income tax*	595.29	292.40
Deferred tax [(credit)/charge]**	3.35	33.69
Tax expense for the year	598.64	326.09
Amounts recognized in other comprehensive income		
Income tax relating to remeasurements of net defined benefit expenses and actual profit/loss on investments measure through FVOCI that will not be reclassified to profit or loss	3.33	2.83
Total Tax expenses	601.98	328.91

*Current tax includes short provision of tax relating to earlier years of Rs. 0.82 lakhs [Previous Year : Rs. 11.63 lakhs]

** Deferred tax includes MAT credit Entitlement - Rs. 1.24 lakhs (Previous Year : Rs Nil) - Refer Note 47(C)

(B) The reconciliation of estimated current income tax expenses at statutory income tax rate to current income tax expense reported in statement of profit and loss is as follows:

(₹ in lakhs)

PARTICULARS	For the year ended	
	31 March 2024	31 March 2023
Profit/(Loss) before tax	1799.11	1252.35
Indian statutory income tax rate (%)	29.12%	27.82%
Expected income tax expenses	523.90	348.40
Tax effect of adjustments to reconcile expected income tax expenses to reported income tax expenses		
Expenses allowable	(174.39)	(170.56)
Expenses not deductible	292.17	120.61
Income Disallowable	(18.01)	-
Deduction u/s 80G for donation	-	(0.89)
Others	(0.51)	0.35
Impact of differential tax rates	(28.70)	(17.13)
Tax adjustment related to earlier years	0.82	11.63
Current tax (A)	595.29	292.40
Deferred tax [(credit)/charge] (B)	3.35	33.69
Total income tax expenses (A+B)	598.64	326.09

(C) Deferred tax disclosure

Movement of deferred tax assets and liabilities

(₹ in lakhs)

PARTICULARS	As at 01 April 2023	Credit/ (Charge) in the statement of profit and loss	Credit/ (Charge) in the Other comprehensive income	MAT credit utilised during the year	As at 31 March 2024
Impairment allowance for financial assets	295.57	(11.96)	-	-	283.60
Difference between book and tax depreciation	(128.41)	7.37	-	-	(121.04)
Remeasurement of net defined benefit expenses	16.60	-	2.94	-	19.53
MAT credit entitlement	45.23	-	-	(37.44)	7.79
Net deferred tax assets/ (liabilities)	228.99	(4.60)	2.94	(37.44)	189.88

(₹ in lakhs)

PARTICULARS	As at 01 April 2022	Credit/ (Charge) in the statement of profit and loss	Credit/ (Charge) in the Other comprehensive income	MAT credit utilised during the year	As at 31 March 2023
Impairment allowance for financial assets	341.57	(46.00)	-	-	295.57
Difference between book and tax depreciation	(139.51)	11.10	-	-	(128.41)
Remeasurement of net defined benefit expenses	18.20	1.22	(2.83)	-	16.60
Tax effect on remeasurement of net defined benefit expenses during the year	-	-	-	-	-
MAT credit entitlement	71.79	-	-	(26.56)	45.23
Net deferred tax assets/ (liabilities)	292.06	(33.69)	(2.83)	(26.56)	228.99

Notes forming part of the Consolidated Financial Statements

Note 47 Maturity analysis

The table below shows an analysis of assets and liabilities analyzed according to when they are expected to be recovered or settled.

(₹ in lakhs)

PARTICULARS	As at 31 March 2024		
	Total	Within 12 months	After 12 months
Assets			
Financial Assets			
Cash and cash equivalents	242.24	242.24	-
Bank balance other than above	13,341.45	7,984.79	5,356.66
Securities held for Trade	1,068.06	1,068.07	-
Trade receivables	1,026.30	1,026.30	-
Other receivables	2.30	2.30	-
Loans	14,251.68	8,849.25	5,402.43
Investments	302.83	0.06	302.78
Other financial assets	1,073.30	4.50	1,068.80
Non Financial Assets			
Current tax assets (net)	83.07	-	83.07
Deferred tax assets (net)	189.88	-	189.88
Property, plant and equipment	630.23	-	630.23
Other intangible assets	40.18	-	40.18
Goodwill on consolidation	149.16	-	149.16
Investment property	200.51	-	200.51
Other non-financial assets	99.40	95.19	4.21
Total Assets	32,700.59	19,272.69	13,427.90
Liabilities			
Financial Liabilities			
Derivative Financial Instruments	122.12	122.12	-
Trade payables	6,530.67	6,530.67	-
Borrowings (other than debt security)	2,380.32	2,380.32	-
Deposits	658.18	658.18	-
Other financial liabilities	813.09	813.09	-
Non-financial Liabilities			
Provision	6.86	-	6.86
Other non-financial liabilities	25.73	25.73	-
Total Liabilities	10,536.97	10,530.11	6.86
Net Assets	22,163.62	8,742.58	13,421.04

Notes forming part of the Consolidated Financial Statements

(₹ in lakhs)

PARTICULARS	As at 31 March 2023		
	Total	Within 12 months	After 12 months
Assets			
Financial Assets			
Cash and cash equivalents	456.19	456.19	-
Bank balance other than above	12,765.77	2,915.61	9,850.16
Securities held for Trade	28.75	28.75	-
Trade receivables	386.66	386.66	-
Other receivables	2.30	2.30	-
Loans	11,598.43	9,588.05	2,010.38
Investments	147.71	-	147.71
Other financial assets	429.33	4.50	424.83
Non Financial Assets			
Current tax assets (net)	253.50	1.09	252.41
Deferred tax assets (net)	228.99	-	228.99
Property, plant and equipment	895.20	-	895.20
Other intangible assets	67.25	-	67.25
Goodwill on consolidation	149.16	-	149.16
Investment property	200.51	-	200.51
Other non-financial assets	116.62	116.62	-
Total Assets	27,726.37	13,499.78	14,226.58
Liabilities			
Financial Liabilities			
Derivative Financial Instruments	-	-	-
Trade payables	3,545.34	3,545.33	0.01
Borrowings (other than debt security)	2,810.26	2,793.26	17.01
Deposits	437.53	437.53	-
Other financial liabilities	14.27	14.27	-
Non-financial Liabilities			
Provision	5.89	-	5.89
Other non-financial liabilities	36.41	5.00	31.41
Total Liabilities	6,849.70	6,795.39	54.31
Net Assets	20,876.67	6,704.39	14,172.27

Notes forming part of the Consolidated Financial Statements

Note 48 FINANCIAL INSTRUMENTS

Refer to financial instruments by category table below for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amount approximate fair value due to short maturity of these instruments.

The carrying value and financial instruments by categories as of 31 March 2024 is as follows:

(₹ in lakhs)

Particulars		As at 31.03.2024			
		Amortised cost	Fair Value through P&L	Fair Value through OCI	Total Carrying Value
ASSETS					
1	Financial Assets				
(a)	Cash and cash equivalents	242.24	-	-	242.24
(b)	Bank balance other than (a) above	13,341.45	-	-	13,341.45
(c)	Securities for trade	-	1,068.06	-	1,068.06
(d)	Trade Receivables	1,026.30	-	-	1,026.30
(e)	Other Receivables	2.30	-	-	2.30
(f)	Loans	14,251.68	-	-	14,251.68
(g)	Investments	10.00	-	292.83	302.83
(h)	Other financial assets	1,073.30	-	-	1,073.30
Total Assets		29,947.27	1,068.06	292.83	31,308.16
LIABILITIES					
1	Financial Liabilities				
(a)	Derivatives Financial Instruments	-	122.12	-	122.12
(b)	Trade Payables	6,530.67	-	-	6,530.67
(c)	Borrowings	2,380.32	-	-	2,380.32
(d)	Deposits	658.18	-	-	658.18
(e)	Other financial liabilities	813.09	-	-	813.09
Total Liabilities		10,382.26	122.12	-	10,504.38

The carrying value and financial instruments by categories as of 31 March 2023 is as follows:

(₹ in lakhs)

Particulars		As at 31.03.2023			
		Amortised cost	Fair Value through P&L	Fair Value through OCI	Total Carrying Value
ASSETS					
1	Financial Assets				
(a)	Cash and cash equivalents	456.19	-	-	456.19
(b)	Bank balance other than (a) above	12,765.77	-	-	12,765.77
(c)	Stock in trade	-	28.75	-	28.75
(d)	Trade Receivables	386.66	-	-	386.66
(e)	Other Receivables	2.30	-	-	2.30
(f)	Loans	11,598.43	-	-	11,598.43
(g)	Investments	78.30	-	69.41	147.71
(h)	Other financial assets	429.33	-	-	429.33
Total Assets		25,716.98	28.75	69.41	25,815.14
LIABILITIES					
1	Financial Liabilities				
(a)	Trade Payables	3,545.34	-	-	3,545.34
(b)	Borrowings	2,810.26	-	-	2,810.26
(c)	Deposits	437.53	-	-	437.53
(d)	Other financial liabilities	14.27	-	-	14.27
Total Liabilities		6,807.41	-	-	6,807.41

Notes forming part of the Consolidated Financial Statements

Note 49 FAIR VALUES

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

Valuation framework

The Group's valuation framework includes:

- Benchmarking prices against observable market prices or other independent sources;
- Development and validation of fair valuation models using model logic, inputs, outputs and adjustments.

Finance function is responsible for establishing procedures, governing valuation and ensuring fair values are in compliance with accounting standards.

FAIR VALUE HIERARCHY

The Group determines fair values of its financial instruments according to the following hierarchy:

Level 1: valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: valuation using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: valuation technique with significant unobservable inputs: financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

Valuation methodologies adopted

Fair values of financial assets, other than those which are subsequently measured at amortised cost, have been arrived at as under:

- Fair values of inventories held for trading under FVTPL have been determined under Level 1 using quoted market prices of the underlying instruments;
- Fair values of investment in quoted equity designated under FVOCI have been determined under Level 1 using quoted market prices of the underlying instruments;
- Fair values of derivative financial instruments under FVTPL have been determined under level 1 using quoted market prices of the underlying instruments;

The Group has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, investments in equity instruments designated under FVOCI, trade payables, short term debts, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying values are deemed to be fair values.

Quantitative disclosures of fair value measurement hierarchy for assets as at 31 March 2024

(₹ in lakhs)

Nature of financial instruments	Fair Value measurement using				
	Date of Valuation	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
		(Level 1)	(Level 2)	(Level 3)	
Financial Assets					
Securities for trade under FVTPL	31-Mar-2024	1,068.06	-	-	1,068.06
Equity instrument classified under FVOCI	31-Mar-2024	241.93	-	-	241.93
Total		1,310.00	-	-	1,310.00
Financial Liability					
Derivative financial instruments under FVTPL	31-Mar-2024	122.12	-	-	122.12
Total		122.12	-	-	122.12

Quantitative disclosures of fair value measurement hierarchy for assets as at 31 March 2023

(₹ in lakhs)

Nature of financial instruments	Fair Value measurement using				
	Date of Valuation	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
		(Level 1)	(Level 2)	(Level 3)	
Financial Assets					
Shares held as stock in trade classified under FVTPL	31-Mar-2023	28.75	-	-	28.75
Equity instrument classified under FVOCI	31-Mar-2023	69.41	-	-	69.41
Total		98.16	-	-	98.16
Financial Liability					
Derivative financial instruments under FVTPL	31-Mar-2023	-	-	-	-
Total		-	-	-	-

Notes forming part of the Consolidated Financial Statements

Note 50 REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group derives revenue primarily from share broking business. Its other major revenue sources are depository operations and research and advisory fees. Disaggregate revenue information

(₹ in lakhs)

PARTICULARS	For the year ended	
	31 March 2024	31 March 2023
Brokerage fees	2,677.65	1,767.80
Research and advisory fees	37.84	29.29
Depository operations	166.71	61.08
Loan processing income	0.14	-
Total	2,882.35	1,858.18
India	2,882.35	1,858.18
Outside India	-	-
Total	2,882.35	1,858.18
Timing of revenue recognition		
Services transferred at a point in time	2,677.65	1,767.80
Services transferred over time	204.70	90.37
Total	2,882.35	1,858.18

Note 51 ADDITIONAL DISCLOSURE PERTAINING TO SUBSIDIARIES AS PER DIVISION III OF COMPANIES ACT, 2013

Name of the entity	Net assets i.e., total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	in lakhs	As % of consolidated profit or loss	in lakhs	As % of consolidated profit or loss	in lakhs	As % of consolidated profit or loss	
Parent								
Inventure Growth & Securities Ltd.	61.08%	17,591.53	50.44%	605.47	-7.79%	(6.74)	46.52%	
Subsidiaries								
Inventure Finance Private Ltd.	32.12%	9,251.09	45.80%	549.76	0.82%	0.71	42.77%	
Inventure Commodities Ltd.	3.47%	1,000.38	-0.12%	(1.49)	0.95%	0.82	-0.05%	
Inventure Wealth Management Ltd.	0.36%	103.32	0.25%	2.97	38.71%	33.47	2.83%	
Inventure Insurance and Broking Private Ltd.	0.40%	114.23	0.53%	6.32	21.67%	18.74	1.95%	
Inventure Merchant Banking Services Private Ltd.	2.57%	741.07	3.12%	37.49	45.64%	39.47	5.98%	
Inventure Developers Private Ltd.	0.00%	0.85	0.00%	(0.05)	0.00%	-	0.00%	
Minority Interests in Subsidiaries	0.00%	0.29	0.00%	(0.00)	0.00%	-	0.00%	
Inventure Commodities Ltd.								
TOTAL	100%	28,802.19	100%	1,200.47	100%	86.47	100%	

Notes forming part of the Consolidated Financial Statements

Note 52 STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

(₹ in lakhs)

Particulars	IFPL	IMBSPL	ICL	IWML	IIBPL	IDPL
Name of the subsidiary	Inventure Finance Private Limited	Inventure Merchant Banker Services Private Limited	Inventure Commodities Limited	Inventure Wealth Management Limited	Inventure Insurance Broking Private Limited	Inventure Developers Private Limited
The date since when subsidiary was acquired*	07/12/2007 28/06/2008 11/03/2011 04/11/2011	29/08/2011 30/09/2020	19/08/2008	12/06/2008	08/01/2008	08/06/2018
Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period		12/09/2020				11/02/2021
Share capital	480.00	161.00	219.07	65.00	60.00	10.00
Other equity	8,771.09	580.07	781.31	38.32	54.23	-9.15
Total assets	10,196.60	744.96	1,008.57	103.58	115.59	1.02
Total liabilities	945.50	3.89	8.19	0.26	1.36	0.17
Investments	-	146.70	50.88	51.91	43.34	-
Turnover	998.23	71.65	353.59	3.19	7.62	0.06
Profit before taxation	767.80	52.72	-33.30	2.61	6.92	-0.05
Provision for taxation (net)	218.04	15.35	-31.77	-0.35	0.61	-
Profit after taxation	549.76	37.37	-1.52	2.96	6.31	-0.05
Proposed dividend	-	-	-	-	-	-
% of shareholding	100%	100%	99.97%	100%	100%	100%

* Following number of shares were acquired by the holding company on the following dates:

Date	Number of shares
07/12/2007	2,60,000
28/06/2008	5,40,000
11/03/2011	20,00,000
04/11/2011	20,00,000
12/9/2020	40,00,000
11/2/2021	90,000
	88,90,000

Notes forming part of the Consolidated Financial Statements

Note 53 Additional Regulatory Information

Ratios

Ratio	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% of variance	Reason of variance
Current ratio (in times)	Total current assets	Total current liabilities	1.83	1.99	-8%	-
Debt - Equity ratio (in times)	Debt consist of borrowing	Total Equity	0.11	0.13	-20%	-
Debt service coverage ratio (in times)	Earning for Debt service	Debt service	0.63	0.43	48%	Increase in profits and repayment of borrowings
Return on equity ratio (in %)	Profit for the year	Average total equity	8.36%	6.14%	36.25%	Increased volume of brokerage business, Margin trading funding and proprietary trading
Inventory turnover ratio (in times)	Cost of good sold	Average Inventory	Not applicable	Not applicable	-	-
Trade receivable turnover ratio (in times)	Revenue from operation	Average trade receivables	Not applicable	Not applicable	-	-
Trade payable turnover ratio (in times)	Other Expenses	Average trade payable	Not applicable	Not applicable	-	-
Net capital turnover ratio (in times)	Total Income	Average working capital	0.81	0.60	35.82%	Increased profits for the year
Net profit ratio (in %)	Profit for the year	Total Income	29%	32%	-10.33%	-
Return on capital employed (in %)	Earning before interest and tax	Capital employed	9.68%	6.09%	58.93%	Increased profits for the year

Notes forming part of the Consolidated Financial Statements

Note 54. Additional Regulatory Information

- (i) Disclosure of Capital to risk-weighted assets (CRAR), Tier ICRAR, Tier II CRAR and Liquidity coverage ratios required under para (WB)(xvi) of Division III of Schedule III to the Act are not applicable to the Group.
- (ii) The Group does not hold any Benami property in its name. There are no proceedings initiated or pending against the Group under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (iii) The Group has been sanctioned working capital limits from the banks against pledge of its fixed deposits. Due to the very nature of the security offered, quarterly returns or statements of current assets are not required to be filed by the Group.
- (iv) The Group has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
- (v) There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (vi) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (vii) The Group does not have layers beyond the number prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (viii) The Group has not entered into scheme of arrangement during the year.
- (ix) The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (x) The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xi) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (xii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (xiii) The Holding Company has initiated to seek advice on restructuring its investment in subsidiaries in order to comply with Rule 8 (1)(f) and 8 (3)(f) of Securities Contracts (Regulation) Rules, 1957 (SCRR). The management does not expect any material impact on the financial statements in respect of the above matter.
- (xiv) The Group is holding immovable property as disclosed in note no.14. Title deeds of the property are held in the name of the Company.

Notes forming part of the Consolidated Financial Statements

Note 55. The accounts of the trade receivables, loans given and trade payables who have not responded to the Group's request for confirmation of balances, are subject to reconciliation, if any, required

Note 56. Figures have been rounded off to nearest lakhs. Previous year figures have been regrouped / reclassified wherever necessary, to conform to this year's classification.

Note 57. EVENTS AFTER REPORTING DATE

There have been no events after the reporting date that requires disclosure in these financial statements.

Note 58. The financial statements of the Group for the year ended March 31, 2024 were approved for issue by the Board of Directors at their meeting held on 29th May 2024.

As per our report of even date

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

For
PPV & CO Chartered Accountants
Firm Registration No. 153929W

SD/-
PRIYANSHI VAKHARIA
Proprietor
Membership No. 181834

Place : Mumbai
Date : 29 May 2024

For and on behalf of the Board of Directors

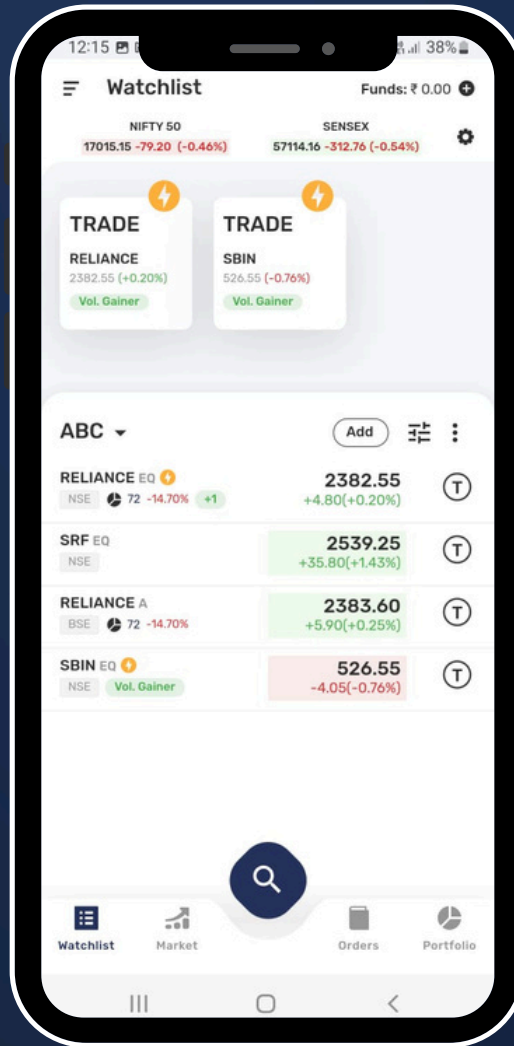
SD/-
KANJI B. RITA
(DIN 00727470)
Managing Director

SD/-
KAMLESH S. LIMBACHIYA
(DIN 02774663)
Wholetime Director

SD/-
Arvind J. Gala
Chife Financial Officer

SD/-
Shikha A. Mishra
Company Secretary

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