

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF INVENTURE GROWTH & SECURITIES LIMITED WILL BE HELD ON WEDNESDAY, 27TH SEPTEMBER 2017 AT 11.00 AM AT 3RD FLOOR, STERLING BANQUET HALL, TOPIWALA CENTER, OFF S.V. ROAD, NEAR STATION ROAD, GOREGAON (WEST), MUMBAI – 400 062.

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon and in this regard, to pass the following resolutions as Ordinary Resolutions:

(a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports 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, 2017 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Shri Kanji B. Rita (DIN 00727470), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Kanji B. Rita (DIN 00727470), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To ratify the appointment of Auditors and fix their remuneration and in this regard, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or reenactment(s) thereof, for the time being in force), the appointment of M/s. PHD & Associates, Chartered Accountants, (Firm Registration Number: 111236W) as Statutory Auditors of the Company to hold the office from conclusion of this Annual General Meeting (hereinafter referred to as 'AGM') till the conclusion of the Twenty fifth AGM of the Company to be held in the calendar year 2020 be and hereby ratified and the Board of directors are be and hereby authorised to fix the remuneration payable to them for the financial year ending 31 March 2018 as may be determined by the Audit Committee in consultation with the Auditors, and as may be agreed upon between the Auditors and the Board of Directors."





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SPECIAL BUSINESS:

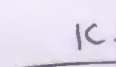

4. To re-appoint Shri Kamlesh Limbachiya (DIN No: 02774663) as Whole-Time Director and in this regard, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of action 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kamlesh S. Limbachiya, as Whole-time Director of the Company for the period of three years with effect from April 01, 2017 to March 31, 2020, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Kamlesh S. Limbachiya.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Kamlesh S. Limbachiya, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized either severally or jointly to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

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Kanji B. Rita
(Chairman & Managing Director)

Place: Mumbai
Date: 11.08.2017