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## CORPORATE INFORMATION

### BOARD OF DIRECTORS:

<b>Shri Nagji K. Rita</b>	Chairman & Managing Director
<b>Shri Virendra D. Singh</b>	Director
<b>Shri Harilal B. Rita</b>	Director
<b>Shri Vinod K. Shah</b>	Director
<b>Shri Pravin N. Gala</b>	Director
<b>Shri Srinivasaiyer Jambunathan</b>	Independent Director
<b>Shri Harshwardhan M. Gajbhiye</b>	Independent Director
<b>Shri Arun N. Joshi</b>	Independent Director
<b>Shri Deepak M. Vaishnav</b>	Independent Director
<b>Shri Ajay Khera</b>	Independent Director
<b>Shri Dilip C. Shah</b>	Independent Director

### Audit Committee

Shri Harshwardhan Gajbhiye  
Shri Srinivasaiyer Jambunathan  
Shri Nagji K. Rita

### Remuneration / Compensation Committee

Shri Srinivasaiyer Jambunathan  
Shri Harshwardhan Gajbhiye  
Shri Vinod K. Shah

### Investors Grievances Committee

Shri Ajay Khera  
Shri Arun Joshi  
Shri Nagji K. Rita

### Company Secretary & Compliance Officer

Mrs. Bhavi R Gandhi

### Statutory Auditors

M/s. PHD & Associates  
Chartered Accountants

### Internal Auditors

M/s. SMARK & Co, Chartered Accountants.

**Bankers**

Bank of India

HDFC Bank Ltd.

Kotak Mahindra Bank Ltd.

Axis Bank Ltd.

Punjab National Bank

Syndicate Bank

State Bank of India

ICICI Bank Ltd.

Canara Bank

**REGD. OFFICE**

201, 2nd floor, Viraj towers,  
western express highway, Andheri – East,  
Mumbai – 400 069, INDIA.

**REGISTRAR AND SHARE TRANSFER  
AGENT**

LINK INTIME INDIA PRIVATE LIMITED

C -13, Pannalal Silk Mills Compound,

L.B.S Marg, Bhandup (West),

Mumbai – 400 078

Tel. No.: +91 22 2596 0320

Fax No.: +91 22 2596 0329

**CHAIRMAN'S MESSAGE**

**Dear Shareowners,**

It is with great joy that I welcome you to the Company's 17 Annual General Meeting, and significantly, the first AGM after our successful IPO last year. The IPO was an important milestone and the next step in the ladder is to take the Company to a higher level of growth and operational scale. It will also be fair to say that by virtue of being a listed Company on the Bombay Stock Exchange and the National Stock Exchange, the stature of your Company has also increased in the business and financial community. At the same time, this has showered more responsibilities on us, which we are sure to take care with the support of our team.

A wonderful benefit of this opportunity was the addition of a number of new shareowners into the IGSL family, and I along with the Board and all the existing shareowners warmly welcome them and look forward to a bright future together with everyone's strong support and participation.

The Company did quite well in FY 2011-12, reporting a rise in its revenues and profits as can be seen from the Annual Report. In keeping with the performance, the Board of Directors of the Company has recommended an interim dividend of Re.1 per Share and the Bonus Shares to Existing Shareholders in the ratio of 3:1 (Three new equity share for every one existing share).

Looking at the overall picture and business environment, I feel we have made good progress in FY 2011-12, inspite of the fact that your Company's Board and management had intensively invested its time and resources to roll out the Company's IPO successfully. Now, we should be able to post even better results next year as we are all set to strongly focus on taking our business to higher levels of operational excellence and growth. This gives me the confidence to say that with God's blessings, team's hard work and your support, we shall be able to report stellar results for the next year.

To proceed, the Board believes that the Company will need to follow a very sharp business strategy that is in line with the Company's higher scale, status and ambitions. There are three pillars to this – one is to nurture the brand INVENTURE to make it even more trusted, preferred and vibrant. Second is to focus strongly on our Client and deliver a fabulous experience on a sustained basis across each of our business vertical. The third is to look at expansion with a very careful eye to reach out to areas that offer a good catchment, have optimal overheads. This is the clear endeavor of your Company's management, and is bound to yield fruitful results. You are the shareowner of a Company that is well-diversified and is fortunate to have enormous inherent strength.

With your support, I am confident of leveraging opportunities and overcoming challenges to report exciting success in the coming times as well. Thank you once again for your unstinted support to the Company and your unwavering belief in the Board and the Management.

Warm regards,

**Mr. Nagji K. Rita**  
**Chairman & Managing Director**

### Notice

**NOTICE** is hereby given that the Seventeenth Annual General Meeting of the members of Inventure Growth & Securities Limited will be held on 27<sup>th</sup> September, 2012 at 11:00A.M at Monica Arcade Hall, Subhash Lane, off. Daftary Road, Malad (East) Mumbai -400097 to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2012, the Profit & Loss Account for the Financial Year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri Arun N. Joshi, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a director in place of Shri Ajay Khara, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Deepak N. Vaishnav, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To re-appoint Auditors M/s. PHD & Associates, Chartered Accountants, the retiring auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS:**

6. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) thereto or any reenactment( s) thereof for the time being in force), Shri. Harilal B. Rita, who was appointed as an Additional Director by the Board of Directors of the Company with effect from **29<sup>th</sup> February 2012** in terms of provisions of Section 260 and any other applicable provisions, if any, of the Companies Act, 1956 (the "Act") and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
7. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:  
**RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) thereto or any reenactment( s) thereof for the time being in force), Shri. Dilip C. Shah, who was appointed as an Additional Independent Director by the Board of Directors of the Company with effect from **29<sup>th</sup> February 2012** in terms of provisions of Section 260 and any other applicable provisions, if any, of the Companies Act, 1956 (the "Act") and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By order of the Board of Directors  
 For Inventure Growth & Securities Limited

**Bhavi Gandhi**  
 Company Secretary

Place: Mumbai  
 Date: 14.08.2012

**NOTES :**

1. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the special business is annexed hereto. The Details in respect of Item No. 6 & 7 above, as required under Clause 49 of the Listing Agreement are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
3. Members/Proxies should bring the enclosed attendance Slip duly filled in, for attending the Meeting, along with the Annual Report.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 187 of the Companies Act, 1956.
5. The Register of Members and Share Transfer Books will remain closed from 23.09.2012 to 27.09.2012 (both days inclusive) for the purpose of Annual General Meeting
6. Members are requested to notify changes, if any, in their addresses to their depository participants in respect of their holding in electronic form and to Registrar and Share Transfer Agents (RTA's) of the Company, LINKINTIME INDIA PRIVATE LIMITED in respect of their holding in physical form.
7. Members Holding Shares in Physical form may obtain the Nomination form from the Company's Registrar & Share Transfer Agent  
Members holding Shares in electronic form may obtain the Nomination forms from their respective Depository Participants.
8. Members desiring any information/clarification on the accounts are requested to write to the Company at least 10 days in advance, so as to enable the management to keep the information ready at the Annual General Meeting.
9. Should any assistance be desired/clarification be sought, you may write to the Company Secretary and Compliance Officer at "Inventure Growth & Securities Limited", 2<sup>nd</sup> Floor, Viraj Towers, W. E. Highway, Near Landmark Building, Andheri- East, Mumbai 400 069.
10. The Company has designated an exclusive e-mail id viz. [investorgrievances@inventuregrowth.com](mailto:investorgrievances@inventuregrowth.com) to enable investors to register their complaints/queries, if any.
11. To support the green initiative of the Ministry of Corporate Affairs in full measure, members are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrars, M/s. Link Intime India Pvt. Ltd. at the address mentioned in point No.\_ of this section.

**EXPLANATORY STATEMENT IN RESPECT OF ITEM NO.6 and 7 OF THE NOTICE PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

**Item No. 6:**

The Board of Directors of the company appointed Mr. Harilal B. Rita as an Additional Director on the Board of the Company, with effect from 29<sup>th</sup> February 2012, in terms of Section 260 of the Companies Act, 1956. Shri. Harilal B. Rita holds office upto the date of the ensuing Annual General Meeting.

The Board recommends for approval, the special Resolution as set out in Item No. 6 of the Notice.

None of the Directors of the Company, except Shri. Harilal B. Rita is concerned or interested in this item of Business.

**Item No. 7:**

The Board of Directors of the company appointed Shri. Dilip C. Shah as an Additional Independent Director on the Board of the Company, with effect from 29<sup>th</sup> February 2012, in terms of Section 260 of the Companies Act, 1956. Shri. Dilip C. Shah holds office upto the date of the ensuing Annual General Meeting.

The Board recommends for approval, the special Resolution as set out in Item No. 7 of the Notice.

None of the Directors of the Company, except Shri. Dilip C. Shah is concerned or interested in this item of Business.

**By the order of the Board of Directors,**

Mrs. Bhavi R. Gandhi  
(Company Secretary)

**INFORMATION OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT PURSUANT TO  
 CLAUSE 49 OF THE LISTING AGREEMENT**

<b>Name</b>	Shri Arun N. Joshi	Shri Deepak N Vaishnav	Shri Ajay Khera
<b>Date of Birth</b>	08 <sup>th</sup> October 1941	27 <sup>th</sup> August 1964	7 <sup>th</sup> December 1955.
<b>Date of Appointment</b>	24 <sup>th</sup> December 2009	24 <sup>th</sup> December 2009	24 <sup>th</sup> December 2009
<b>Qualifications</b>	M.Sc., CAIIB	Chartered Accountant	M.sc (Hons.) in Bio Chemistry; -Diploma in International Marketing; -Diploma in Industrial Purchasing and Materials Management; -Advance diploma in German language; -Fellow of Chartered Institute of Logistics and Transport; -Member of Institute of Materials Management, United Kingdom.
<b>Directorship held in other Companies</b>	NIL	Inventure Finance Private Limited	Horizon Country Wide Logistics limited.  Fastlane Distriparks &logistics Limited.  Chiplun FTWZ Private Limited.
<b>Brief Profile covering experience achievements etc.</b>	Mr. Arun N. Joshi, 70 years, is a M.Sc. and a CAIIB. He is the Non Executive&Independent Director of our Company. He has vast experience in the area of Banking and Finance. He has worked with the State Bank of India for a period of 35 years, in various capacities, in India and abroad. During his long stint with SBI, he gained knowledge and expertise in various areas such as Credit	Mr. Deepak M. Vaishnav, 47 years, is the Non Executive and Independent Director of our Company. He is a Chartered Accountant by profession. He has a vast experience of 19 years in the fields of business process re-engineering, computerisation of processes, ERP evaluation, implementation and post production support, ERP due diligence, providing functional, technical and strategic support to various teams working on various projects in diverse industries like stock exchange, finance, real estate, telecommunication,	Mr. Ajay Khera, 56 years, is the Non executive and Independent Director of our Company. His qualifications include:-  -M.sc (Hons.) in Bio Chemistry; -Diploma in International Marketing; -Diploma in Industrial Purchasing and Materials Management; -Advance diploma in German language; -Fellow of Chartered Institute of Logistics and Transport; -Member of Institute of Materials Management, United Kingdom. -He has around 29 years of experience in warehousing and



	<p>Appraisal and follow up, N.P.A. Management, Forex Operations, Planning and Control and Reorganisation of Bank's Structure etc. He has also served as an executive Director of Bombay Stock Exchange Ltd for 3 years Mr. Joshi has also served as a director of Central Depository Services Limited and as a member of various committees including the audit committee and the Finance &amp; Accounts committee for a period of 3 years and also served as a director on the board of BOI Shareholding Limited, the clearing house of BSE, for a period of 3 years.</p>	<p>banking, government financials, IT consulting, insurance and investments, process manufacturing, retail etc. at different locations in India and abroad.</p> <p>He represents Tata Consultancy Services at various academic premium institutions and he has conducted various trainings programmes on project management, Oracle applications and finance for variety of audiences across Tata Consultancy Services' offices.</p>	<p>logistics. He stands credited with outstanding services and contributions towards the growth of hi-tech Jawaharlal Nehru Port, by the Jawaharlal Nehru Port Trust and stands conferred with JPI's Rajiv Gandhi Memorial Shipping Performance Award – 1996 for special services for outstanding contribution for promoting of shipping trade at JNPT, Navi Mumbai.</p>
<b>Shares held in the Company</b>	Nil	Nil	Nil

By the order of the Board of Directors,

Mrs. Bhavi R. Gandhi  
(Company Secretary)

## BOARD OF DIRECTORS

### ***Shri. Nagji K. Rita, Chairman and Managing Director***

Mr. Nagji K. Rita, 60 years, is the Chairman and Managing Director of our Company. He is one of our founder members and has been with our Company, in the capacity of a Director since incorporation. He is a Bachelor of Commerce from the University of Mumbai. He started his career by managing a grocery store, his family business. It is during this period that he became a member of the Retail Grains Dealers Federation and was elected as the Honorary Secretary in the year 1980. He went on to become the President of the Retail Grains Dealers Federation in the year 1981. He has rendered his services to the Public Distribution Services of the Government of Maharashtra and he further went on to become a member of the Vigilance Committee – Rationing Department, Mumbai. He was appointed as special executive magistrate by the Government of Maharashtra in the year 1980 and was re-appointed in the years 1988 and 1996. His vast experience also includes running and managing a departmental store of custom notified consumer durable goods by the name Oswal Consumer Co-operative Society from the year 1982 to 1990.

In the year 1991 he joined Mr. Arvind M. Shah, a member of BSE, as a sub-broker and trader. Capitalising on his experience and knowledge gained as a sub-broker he incorporated our Company in the year 1995. Under his guidance our Company has expanded from being a BSE broker to a full service brokerage house. He has been involved in the capital markets for approximately twenty years and has also held the post of director of the Governing Board of the Bombay Stock Exchange Limited from 2004 to 2006. He plays an active role in developing the corporate relationships of our Company. He further plays a vital role in various operations and working of our Company.

He has been:

- Awarded the 'Stock Market Award' on behalf of the Company by Bruhad Mumbai Gujarati Samaj for his exceptional achievement in the field of Stock Market in the year 2009;
- Felicitated by Commissioner of Police for supporting the Mumbai Police in maintaining peace, order, communal harmony and unity in the year 2008;
- Awarded 'Sanman Patra' by Sanskar Sarjan Education Trust in the year 2004;
- Awarded 'Best Corporate Services Award' by Kutch Shakti in the year 2004 for his exceptional achievements in the field of Corporate Services;
- Awarded Gujarat's Gaurav Award by Divya Bhaskar in the year 2010; and
- Awarded 'Swarnim Maharashtra Award – 2011' by Bruhad Mumbai Gujarat Samaj in the year 2011.
- Awarded 'Vyapar Ratna Puraskar-2012' in the Year 2012 by Rashtravadi Congress Party Vyapar Udhayog Vibhag.

Further he is involved with several non-governmental organizations for the promotion of social and humanitarian activities

### ***Shri. Harilal B. Rita, Director***

Mr. Harilal B. Rita, 41 years, is the Non Executive Director of our Company, since February 2012. He started his career in the year 1990. He has around 8 years of Experience in Finance & Brokerage and overall he has 20 years of experience. At present he is a Director in Keshvi Developers Private Limited, Pioneer Securities Pvt Ltd and Kothari Builders Pvt Ltd. He is also a Partner in Kenorita Reality, LLP.