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## CORPORATE INFORMATION

### BOARD OF DIRECTORS:

1. Shri Nagji K. Rita	Chairman & Managing Director
2. Shri Virendra D. Singh	Director
3. Shri Harilal B. Rita	Director
4. Shri Vinod K. Shah	Director
5. Shri Pravin N. Gala	Director
6. Shri Srinivasaiyer Jambunathan	Independent Director
7. Shri Harshawardhan M. Gajbhiye	Independent Director
8. Shri Deepak M. Vaishnav	Independent Director
9. Shri Ajay Khera	Independent Director
10. Shri Dilip C. Shah	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

### REGISTERED OFFICE

201, 2nd floor, Viraj Towers,  
Western Express Highway,  
Andheri – East, Mumbai - 400069

### REGISTRAR AND SHARE TRANSFER AGENT

C -13, Pannalal Silk Mills Compound  
L.B.S Marg, Bhandup (West), Mumbai – 400 078  
Tel. No.: +91 22 2596 0320

**CHAIRMAN'S SPEECH**

**Dear Shareholders,**

It is with great joy that I welcome you to the Company's 18<sup>th</sup> Annual General Meeting & I am happy to report that your company has been turn in a good performance with sustained Gross Income & Profit After Tax.

**Overview of Financial Year 2013**

Over the past year, we have been put to the test through a very challenging business environment. The India's growth story faced tough macro & global headwinds which put corporate earnings under pressure & impacted investor sentiments towards equities.



The economic outlook for the country continues to be promising despite concern around rising inflation. Despite this difficult operational environment in FY2013, we worked actively to make strong our position in the market by focusing on the following key areas, so that we can help tap the opportunities once the market tide turn favorable:-(1) Giving more emphasis on technology to provide the enhanced service experience to our clients across the entire customer engagement process. (2) Effectively managing those costs that can be controlled & deliver to consistent profit margins despite these challenging times, using capital in amicable manner to ensure healthy & risk free balance sheet, which gives us the ability tap any viable opportunities that arise etc.

We have adopted a strategic approach towards sustainability by including wider economic, social & environmental objectives in our core business strategy. Our Responsible Broking philosophy is critical to our sustainability strategy. Our intervention helps create new growth opportunities for people at the lower middle & bottom of the social pyramid. Going forward, we will continue to emphasis on a measure of our performance.

To sustain our business in such challenging situation, by being more responsible & responsive to our entire stakeholder community including customer, employee, investors & the community. We are constantly working towards this objective & have been recognized for our initiatives. At Inventure Growth & Securities Ltd., we are committed to vision & strategy of balanced growth in these demanding times. As we go forward, the Inventure Growth & Securities Ltd. will be defined by four dimensions – Diversification, Efficiency, Growth & Quality.

Our consolidation Revenue for the financial year 2013 were 27.84 Crores (278.43 Million), however the profit after tax for such financial year was 7.11 Crores (71.10 Million). Inventure Growth & Securities Ltd. today touched in a wide range of client nearby 32,799 in rural & urban economically weaker section of the society to mass Retail, mass affluent & HNIs, Corporate & Domestic Institutional Investors.

For Inventure Growth & Securities Ltd. FY2013 was the year in which we were launching very soon the new phase of our growing story i.e. Dematerialization of Insurance Policy through Central Insurance Repository Limited. This new phase will see consolidation leading to non-linear growth. An Insurance Repository is a company recognized by the Insurance regulator for maintaining a data of Insurance Policies (Life, Health, Motor & Group covers) in electronic form on behalf of the insurers, including the history of transaction during the term of policy. They are similar to depositories that hold equity shares in demat form, IRDA has approved five repositories promoted by NSDL, CDSL, SHCIL, Cams and Karvy for setting up insurance repository. This is being done by focusing increasing efficiencies, continuing investment technologies, robust risk management system, stabilizing newer business & supporting high quality leadership pool.

I am confident that the hard work of our team & support of the entire stakeholder community will take Inventure Growth & Securities Ltd. to greater heights of Securities market excellence in India. I would like to express my sincere efforts of our Members of Board of Director & also great thanks to our Employee & concern authorities for their valuable support & guidance. We also great fully acknowledged our stakeholders sincere relationship with us.

Let me end by saying we at Inventure Growth & Securities Ltd. are driven to constantly improve services, remain committed to creating value for all our stakeholder & continue our journey onward, upward & homeward bound.

Warm regards,

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

**NOTICE**

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the members of Inventure Growth & Securities Limited will be held on 26<sup>th</sup> September, 2013 at **10:30 A.M** at Koshish Hall, Behind Dena Bank, 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, 2013, 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 Pravin N. Gala who retires by rotation and, eligible, for re-appointment.
3. To appoint a director in place of Shri Harshwardhan M. Gajbhiye, who retires by rotation and, eligible for re-appointment.
4. 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:**

5. Amendment to the Object Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass with or without Modification this following resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to provisions of Section 17 and other applicable provisions, if any of the Companies Act 1956, read with the Memorandum of Association of the Company, Clause III A of the Memorandum Association of the Company relating to Main Object Clause be and is hereby altered and amended by inserting following object Clause 1B after Clause IA of the Memorandum of Association.

“To carry on the Business as Depository Participants in India by acquiring membership of Depositories like Central Depository Services (India) Limited (CDSL), National Securities Depository Limited (NSDL) or any other organization providing the Depository Services, Depository clearing Services, custodian clearing services and professional clearing services and to operate, run, manage and deal in all the permitted activities for providing Depository Services with a high standard of integrity, honour and to ensure business activities in a transparent, fair and open manner”

**“RESOLVED FURTHER THAT** Mr. Nagji K. Rita, Chairman & managing Director of the Company, be and is hereby authorised on behalf of the Company to do all acts, deeds, matter and things as may be necessary, proper or expedient to give effect to the aforesaid resolution and to file all such forms, documents and papers with the Registrar of Companies and other concerned authorities as may be required for alteration of Main Object Clause”.

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

**Bhavi Gandhi**  
Company Secretary

Place: Mumbai  
Date: 12/08/2013

**NOTES**

1. 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.
2. Members/Proxies should bring the enclosed attendance Slip duly filled in, for attending the Meeting, along with the Annual Report.
3. 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.
4. An Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956 pertaining to the business contained in item no. 5 is annexed hereto.
5. The Register of Members and Share Transfer Books will remain closed from 20.09.2013 to 26.09.2013 (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.6 of this section.

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

Mrs. Bhavi R. Gandhi  
Company Secretary

**EXPLANATORY STATEMENT IN RESPECT OF ITEM NO.5 OF THE NOTICE PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

**Item No 5.**

Your Company has already acquired membership of CDSL, for depository services for the benefit of trading members. However the renewal of same is now due and SEBI has now insisted for an Object relating to such activity in the Object Clause of the Memorandum of Association of the Company.

In order to insert such new object relating to depository services of the Company, it is proposed to add a new clause 1B immediately after sub clause IA under Main Object clause of the Memorandum of Association to carry out the depository activities of the Company to facilitate renewal of depository membership with CDSL.

As such, approval of the shareholders is being sought by way of Special Resolution for alteration of "Main Object Clause" of "Object Clause" of Memorandum of Association of the Company.

None of the Directors of the Company is, in any way concerned or interested in the aforesaid Resolution.

**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 Pravin N. Gala	Shri Harshwardhan M. Gajbhiye
<b>Date of Birth</b>	2/11/1964	23/04/1945
<b>Date of Appointment</b>	27/06/1995	29/07/2008
<b>Qualifications</b>	CA	MA, IAS
<b>Directorship held in other Companies</b>	1) Anupam Stock Broking Private Limited 2) Nipra Financial Services Private Limited 3) Vantage Corporate Services Limited	1) TRIF Real Estate and Development Private Limited 2) Pune Solapur Expressways Private Limited 3) Trif Kochi Projects Private Limited 4) Gurgaon Infratech Private Limited
<b>Brief Profile covering experience achievements etc.</b>	<p>Mr. Pravin N. Gala, 49 years, is the Non Executive Director of our Company, since June 27, 1995. He is a fellow member of the Institute of Chartered Accountants of India. For the last Sixteen years he has been engaged in the stock markets and has previously worked with a category II Merchant Banker, Gaurav Capital and Financial Services Limited. Capitalizing on his experience, he started a stock broking company named Nipra Financial Services Private Limited. Currently he is engaged in various financial activities including equity broking, portfolio management service, loan syndication and risk management.</p>	<p>Mr. Harshawardhan M. Gajbhiye, 68 years, is a Non Executive and Independent Director of our Company. He retired in April 2005 from the Indian Administrative Service (1985 Batch) in Supertime Scale. He started his career in the year 1969 with the Department of Co-operation, Government of Maharashtra wherein he held various senior positions. During his tenure with the Indian Administrative Service he has worked on various posts such as the C.E.O. of Zilla Parishad, Deputy Secretary of the Revenue Department, Director of Small Savings and State Lotteries, Controller of Rationing-Mumbai, Additional Commissioner of Sales Tax, Municipal Commissioner-Aurangabad</p>



		and Managing Director- Maharashtra Agro Industries Development Corporation Limited.
<b>Shares held in the Company</b>	3360000	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, 61 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 experience 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. 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 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 Udhog Vibhag

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

### ***Shri. Harilal B. Rita***

Mr. Harilal . Rita 42 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 Fiance & Brokerage and overall he has 21 years of experience. At present he is a Director in Keshvi Developers Pvt Ltd, Pioneer Securities Pvt Ltd and Kothari Builders Pvt Ltd. He is also a Partner in Kenorita Realty, LLP

### ***Shri. Virendra Singh, Whole-time Director***

Mr. Virendra Singh, 57 years, is the Whole-Time Director of our Company. He is one of the founder members of our Company and has been with our Company, in the capacity of a Director since the time of incorporation. He is a Bachelor of Science from the University of Bombay. His experience includes fifteen years in the field of Capital Markets and seven years in marketing pharmaceuticals. He has been instrumental in the expansion of our Company's various financial services. He is actively associated with the functionality of these companies and is involved in the overall planning and strategizing of our Company. Mr. Singh is also a director of:

- Central Warehouse Corporation, a Government of India undertaking;