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CORPORATE INFORMATION

BOARD OF DIRECTORS:

1. Shri Nagji K. Rita
2. Shri Kamlesh S. Limbachiya
3. Shri Kanji B. Rita
4. Shri Virendra D. Singh
5. Shri Harilal B. Rita
6. Shri Deepak M. Vaishnav
7. Shri Ajay Khera
8. Shri Dilip C. Shah
9. Shri Bharat P. Shah
10. Smt Shilpa Vishal Solnaki

Chairman
Whole Time Director
Whole Time Director
Director
Director
Independent Director
Independent Director
Independent Director
Independent Director

AUDIT COMMITTEE

Shri Deepak M. Vaishnav
Shri Ajay Khera
Shri Nagji K. Rita
Shri Kamlesh S Limbachiya
Shri Bharat P Shah

NOMINATION & REMUNERATION COMMITTEE

Shri Ajay Khera
Shri Deepak M. Vaishnav
Shri Virendra D. Singh

INVESTORS GRIEVANCE COMMITTEE

Shri Ajay Khera
Shri Deepak M. Vaishnav
Shri Nagji K. Rita

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Bharat P. Shah
Shri Nagji K. Rita
Shri Kamlesh S. Limbachiya

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Bhavi R Gandhi

STATUTORY AUDITORS

M/s. PHD & Associates
Chartered Accountants
Radha Chambers, Level 3, Teli lane,
Andheri-East, Mumbai

INTERNAL AUDITORS

M/s. Shah & Ramaiya 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

SECRETARIAL AUDITOR

D. M. Zaveri & Co.

REGISTRAR AND SHARE TRANSFER AGENT

LINK INTIMENDI PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound
L.B.S Marg, Bhandup (West), Mumbai – 400 078

REGISTERED OFFICE

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

CIN No. L65990MH1995PLC089838

CHAIRMAN MESSAGE

Dear Shareholders,

This is herewith I am glad to welcome you in our 20th Annual General Meeting of your company. Since from last year, we are happy to inform you that your company has turned in to a good performance with sustained increase in Gross Income and Profit after Tax.

The economic up-swing has begun. The sunshine, though frail, is yet felt and as quarters go by, it is getting stronger and warmer. With cautions optimism one can say that the economics up-turn here to stay. Inventure Growth & Securities Limited has been successful in evincing a consistent performance in recent years while navigating through a strenuous business environment characterized by gradual slowdown in economic growth, fewer project finalizations and growing business complexities. Today, when many of our industry peers are finding it difficult to defy economic headwinds, your company has developed considerable Absorptive Strength as reflected from sustained market leadership, bottom-line performance, commendable project execution and continued focus in innovation.

In continuation of the years, we had taken an innovative footstep in augmentation of your company. I am great full to you, our stakeholders – customers for reposing their faith on us, employees whom we are recognize as our core assets for their enthusiasm, numerous loyalty, and commitment towards the quest of excellence, our member on the Board for their perception and continuous support; management team for efficiency steering the company's resource and you, our shareholders for your trust and confidence.

I look forwards to your unwavering support in this challenging but exciting process of building a good corporate image amongst stakeholders. We always want to look ahead and push ourselves to reinvent and re-innovate. We took this opportunity to be introspective and realized our core strengths. We believe that new innovation is necessary and a great driver for growth.

Thanks & Regards,

Shri Nagji K. Rita
(Chairman)
Inventure Growth & Securities Limited

BOARD OF DIRECTORS**Shri Nagji K. Rita (Chairman)**

Mr. Nagji K. Rita, 62 years, is the Chairman 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. He has initiated to explore a new business opportunity in real estate sector. During the year he has been awarded degree for Dr. of Philosophy by Trinity World University of U.K. Further he is involved with several non governmental organizations for the promotion of social and humanitarian activities

Shri Kanji B. Rita (Whole Time Director)

Mr. Kanji B. Rita, 49 years, is the Whole Time Director w.e.f. 12.11.2014 of our Company. He is a non-matriculate and started his career in retail steel sector from the year 1984. He has over 15 years of experience in the stock markets. He has diversified business interests in the areas of realty, retail and finance. In the year 2002 he incorporated Vandana Collection Private Limited and set up a retail store by the name "Kenorita". He then ventured into the real estate sector and has multiple projects running under the banner of Krushmi Developers Private Limited, Ratnasagar Diamond Mall Private Limited and Keshvi Developers Private Limited.

Shri Kamlesh S. Limbachiya (Whole time Director)

Shri 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 16 yrs of experience in Readymade Garments business including 11 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

Shri. Harilal B. Rita (Non Executive Director)

Mr. Harilal. Rita 44 years is the Non Executive Director of our Company, Since February 2012. He started his career in the year 1990. He has around 10 years of Experience in Finance & Brokerage and overall he has 22 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 (Non Executive Director)

Mr. Virendra Singh, 59 years, is the 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 15 years in the field of Capital Markets and 7 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 business of the Company.

Shri. Deepak M. Vaishnav (Independent Director)

Mr. Deepak M. Vaishnav, 51 years, is the Independent Director of our Company. He is a Chartered Accountant by profession. He has a vast experience of 20 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, banking, government financials, IT consulting, insurance and investments, process manufacturing, retail etc. at different locations in India and abroad.

He represents Tata Consultancy Services at various academic premium institutions like S.P. Jain Management & Research Institute, D. J. Sanghavi College of Engineering, Swami Vivekanand College etc. for faculty trainings, addressing students to prepare under testing times etc. He has conducted various trainings programmes on project management, Oracle applications and finance for variety of audiences across Tata Consultancy Services' offices.

Shri. Ajay Khara (Independent Director)

Shri Ajay Khara, 60 years, is the 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 31 years of experience in warehousing and 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.

Shri. Dilip C. Shah (Independent Director)

Shri Dilip C. Shah, 41 Years, is the Independent Director of our Company, since February 2012. He is a Graduate and started his career in Real Estate Sector in 1998. He has over 13 years of experience in real estate sector, including 10 years of experience in the stock markets. At present he is a partner in Oswal Enterprises, a Partnership Firm.

Shri Bharat P. Shah (Independent Director)

Shri Bharat Popatlal Shah is designated as an Independent Director in our company. He is qualified as a B.com from Mumbai University & Chartered Accountants from ICAI. His work experience is more than 30 years & currently he is Proprietor of Bharat P. Shah & Co.

Mrs. Shilpa Vishal Solanki

Ms. Shilpa V Solanki has 10 years of working experience in accountancy background. She is Qualified as a B. Com from Mumbai University as well as Chartered Accountants from ICAI. By profession she is Practicing Chartered Accountants in the firm name "M/s Shilpa S Jain and Associates", she is partner in Yardli Prabhu & Associates.

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Inventure Growth & Securities Limited will be held on Thursday, 24th September 2015 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 receive, consider and adopt the audited Statement of Profit & Loss for the financial year ended March 31, 2015 and the Balance Sheet as on that date and the Report of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Kamlesh S. Limbachiya (holding Din No: 02774663) who retires by rotation and being eligible offers himself for re-appointment
3. To Re-appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 139, 140 and all other applicable, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), M/s. PHD & Associates, Chartered Accountants, (Firm Registration Number: 111236W), be and are hereby re-appointed as Statutory Auditors of the Company for their second term of 5(five) years 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 (subject to ratification by the members at every AGM held after this AGM) at a remuneration as may be decided by the Board of Directors"

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Mr. Kanji B. Rita (holding DIN: 00727470), who was appointed an Additional Director of the Company with effect from 12th November 2014 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company."

5. Appointment of Mr. Kanji B. Rita (holding DIN: 00727470) as Managing Director

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made there under, as amended from time to time, the Company hereby approves of the appointment and terms of remuneration of Mr. Kanji B. Rita (holding DIN: 00727470) as the Managing Director of the Company for the period from 13th August 2015 to 12th August 2018, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Kanji Rita.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be

and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. PAYMENT OF REMUNERATION TO MR. KANJI RITA AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as an Special Resolution

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions of Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed there under (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force) and subject to the Memorandum and Articles of Association of the Company and subject to the approval of Central Government and such other approvals, permissions and sanctions, as may be required, and subject to such other conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the members of the Company hereby accord their approval for remuneration of Mr. Kanji Rita (DIN: 00727470), Managing Director for a period of Three years with effect from 13th August 2015 as specified below:-

(a) Salary:-

Consolidated remuneration upto Rs. 27,00,000/- (Rupees Twenty Seven Lacs Only) per annum including salary, commission, perquisites, allowances, Company's contribution to Provident Fund, Gratuity, Exgratia, Leave Travel Allowance and with authority to the Nomination & Remuneration Committee and the Board of Directors to fix his remuneration within the above range from time to time.

(b) Other Benefits:-

1. Provision of transportation /conveyance facilities.
2. Provision of telecommunication facilities.
3. Leave encashment as per rules of the Company.
4. Reimbursement of medical expenses incurred for himself and his family as per rules of the Company.
5. Reimbursement of entertainment and other expenses actually and properly incurred for the business of the Company as well as other expenses incurred in the performance of duties on behalf of the Company.
6. Personal accident / Medici claim insurance.

The proposed remuneration payable to Mr. Kanji Rita as Managing Director of the Company may exceed the limit prescribed in the Section 197 read with Schedule V of the Companies Act, 2013 and profits may be inadequate to such extent.

(c) Minimum Remuneration:

Where in any financial year during the tenure of Mr. Kanji Rita, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Kanji Rita the remuneration as specified above, subject to further approvals as required under Schedule V and other applicable provisions of the Act or any modification thereof.

(d) Sitting Fees

Mr. Kanji Rita shall not be entitled to any sitting fees.

"RESOLVED FURTHER THAT Board of Directors ('Board') / Nomination and Remuneration Committee of Directors ('NRC') of the Company be and is hereby authorized to alter and vary the terms and conditions of the said remuneration as may be agreed between the Board and NRC and Mr. Kanji Rita.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and settle all matters arising out of and incidental thereto and to sign execute deeds, applications, documents, writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

7. To consider and, if thought fit, to pass with or without modification(s) the following resolutions an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Shilpa V. Solanki (holding DIN: 07139092), who was appointed by the Board of Directors as an Additional Independent Woman Director under the provisions of Section 161 of the Companies Act, 2013 with effect from 23rd March 2015 and holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under the provisions of section 160 of the Companies Act, 2013, proposing her candidature for the office of a director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for term of 5(Five) years upto 22nd March 2020 and whose office shall not be liable to retire by rotation"

8. To consider and if thought fit to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 180(1)(c) read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to borrow and raise at its discretion by way of loans/debentures /bonds/deposits or such securities/instruments (whether secured or unsecured), such sum or sums of monies, from time to time together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), in the aggregate a sum not exceeding `500 Crores either in Indian Rupees or in foreign currency, from any banker(s), financial institution(s), lending Institution(s), individual(s), person(s), firm(s), body corporate(s), or from any other source(s) whether in India or abroad; from time to time, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and that this resolution supersedes any earlier resolution passed in respect of the extent of borrowing power granted to the Board of Directors of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub delegate in order to give effect to the aforesaid resolution."

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder. The instrument appointing proxy should, however, be deposited at the Registered Office of the Bank not later than forty-eight hours before the commencement of the Meeting.
2. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting. The copies of the Annual Report will not be distributed at the meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ power of attorney authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00a.m. to 3.00p.m. during the business hours upto the date of Annual general Meeting.
6. Members having any questions on financial statements or on any agenda item proposed in the notice of Annual General Meeting are requested to send their queries at least seven days prior to the date of Annual General Meeting at the registered office address of the Company to enable the Company to collect the relevant information.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2015 to 24th September, 2015 (both days inclusive).
8. The Securities and Exchange Board of India (SEBI) has 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Transfer Agent (R&TA).
9. The Copy of the Annual Report is being sent by electronic mode to members who have registered their e mail ids with the Company / Depository Participant(s). To support the "Green Initiative" as well as Clause 32 of the Listing agreement, Members are requested to register/update their email ids with the Company/ Depository Participant/ R&TA which will be used for the purpose of sending the communications in future.
10. Members whose e-mail id is not registered with the Company, physical copies of this annual report will be sent at their registered address through permitted mode.
11. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual report may send their request to the Company at its registered office address or to the R&T, LinkIntime India Pvt. Ltd (Contact details Tel.: 22 25963838, Fax No: 25946969 email: saili.lad@linkintime.co.in)
12. Members may note that the Notice of the 20th Annual General Meeting and the Annual Report for the year 2014-15 will also be available on the Company's website www.inventuregrowth.com

13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their nominations, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes the Company's Registrar and Transfer Agents.

14. Non-Resident Indian Members are requested to Inform Registrar and Transfer Agent immediately about :

- (i) The change in residential status on return to India for permanent settlement.
- (ii) The particular of NRO Bank account in India, if not furnished earlier.

15. Profile of the Directors retiring by rotation, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are given in the Report on Corporate Governance forming part of the Directors' Report. The Directors have furnished requisite declaration for their appointment / re appointment.

Instructions for e-voting

In compliance with the provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, the Members are provided with the facility to cast their right to vote on resolutions proposed to be passed in the 20th Annual General Meeting, by electronic means, through the e-voting services provided by CSDL.

Steps for Remote E-voting

(1) In case of members receiving e-mail

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name</p>