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CORPORATE INFORMATION

BOARD OF DIRECTORS:

- | | |
|-------------------------------|------------------------------------|
| 1. Shri Kanji B. Rita | Chairman & Managing Director |
| 2. Shri Kamlesh S. Limbachiya | Whole Time Director |
| 3. Shri Harilal B. Rita | Director |
| 4. Shri Meet K. Rita | Additional Cum Whole-time Director |
| 5. Shri Deepak M. Vaishnav | Independent Director |
| 6. Shri Ajay Khera | Independent Director |
| 7. Shri Dilip C. Shah | Independent Director |
| 8. Shri Bharat P. Shah | Independent Director |
| 9. Smt Shilpa Vishal Solnaki | Independent Director |

AUDIT COMMITTEE

Shri Deepak M. Vaishnav (Chairman)
Shri Ajay Khera
Shri Kamlesh S Limbachiya
Shri Bharat P Shah

NOMINATION & REMUNERATION COMMITTEE

Shri Ajay Khera (Chairman)
Shri Deepak M. Vaishnav
Mr. Bharat P. Shah
Mr. Harilal B. Rita
Mrs. Shilpa V. Solanki

STAKEHOLDER RELATIONSHIP COMMITTEE

Shri Ajay Khera (Chairman)
Shri Deepak M. Vaishnav
Shri Kamlesh S. Limbachiya

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Bharat P. Shah (Chairman)
Shri Kanji B. 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

CHIEF FINANCIAL OFFICER

Mr. Arvind J. Gala

INTERNAL AUDITORS

M/s. Shah & Ramaiya Chartered Accountants

SECRETARIAL AUDITOR

D. M. Zaveri & Co.

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

CIN No. L65990MH1995PLC089838
201, 2nd floor, Viraj Towers,
Western Express Highway,
Andheri – East, Mumbai – 400069

REGISTRAR AND SHARE TRANSFER AGENT

LINKINTIME INDIA PRIVATE LIMITED
C 101, 247 Park, LBS Marg, Surya Nagar,
Gandhi Nagar, Vikhroli West, Mumbai,
Maharashtra 400083

CHAIRMAN'S STATEMENT

Dear Shareholders,

It gives me great pleasure to share with you an update on the performance of your Company for the year 2017-18. During the fiscal year 2018, we recorded revenues of Rs.415,940,097/- as compared to the last year's revenue of Rs 34,52,95,588 /-Our company's performance in the last fiscal illustrates the opportunities and challenges faced by our company. Many new initiatives have begun with focused energy, creativity and discipline to show tangible results. The highest standards of governance and ethics, these are aspects that our company has always valued, and been known for and I would like to take this opportunity to pledge to you that we will pursue them for achieving our desired Goal of the Company.

The last phase was a period of mature and balanced growth for Inventure. As we seeded and built businesses ground up, we focused on establishing strong foundations in these businesses through investments which could generate long-term benefits. In recent past company embarked upon digital initiatives and built following products to enhance customer delight.

Product	Features	Benifites
1. Mobile Application IGSL trade	Trading application	<ul style="list-style-type: none">• Real time Trade.• Real time reports.• Real time research to clients.
2. E-KYC	Online/Paperless account opening.	<ul style="list-style-type: none">• Instant account opening.• Paperless account opening.• Personalized partner login.

Your company has enable customers to maintain a 90days exposure by providing margin trading facility. This has translated into dual benefits, First one being customer satisfaction resulting into loyalty reaffirmation and Secondly the conversion of late payment charges in to increased interest income.

Within each of these, we have a variety of business units which together comprise of a product suite that can fulfill the financial aspirations and demands of a vast spectrum of the Indian populace. Our business has continued strong performance this year, with robust growth in both credit and the franchise verticals. The insurance vertical continues to be a long-term value creator.

I have the good fortune and privilege to serve this great Company as a Chairman for the last Three years. I would like to thank each and every employee and those working with us across the value chain for their commitment and service to the Company. I would also like to thank the Board of Directors for their unstinted support throughout my tenure. Most importantly, I would like to thank you, our shareholders, for your overwhelming trust and confidence that helped to uncompromisingly pursue an agenda that was in the long-term interest of the Company.

Thanks & Regards,

Shri Kanji B. Rita

(Chairman & Managing Director)
Inventure Growth & Securities Limited

BOARD OF DIRECTORS

Shri Kanji B. Rita (Chairman & Managing Director)

Mr. Kanji B. Rita, 52 years, 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 from the year 1984. He has over 16 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 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 Kenorita 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 17yrs of experience in Readymade Garments business including 12 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.

Mr. Meet Kanji Rita. (Additional cum Whole-time Director effective from 21/08/2018).

Mr. Meet Kanji Rita is a whole time director, 25 years age, Has 5 years of working experience in security market. He is Qualified as a B. Com from Mumbai University as well as Having a Experience of More than 5 years in non-Banking financial Company

Shri Harilal B. Rita (Non-Executive Director)

Mr. Harilal. Rita 49 years is the Non-Executive Director of our Company, Since February 2012. He started his career in the year 1990. He has around 11years of Experience in Finance & Brokerage and overall he has 22 years of experience. At present he is a Director in Kenorita Developers Pvt Ltd, Pioneer Securities Pvt Ltd and Kothari Builders Pvt Ltd. He is also a Partner in Kenorita Realty, LLP

Shri Deepak M. Vaishnav (Independent Director)

Mr. Deepak M. Vaishnav, 54 years, is the Independent Director of our Company. He is a Chartered Accountant by profession. He has a vast experience of 25 years in the fields of business process re-engineering, computerization 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 is employed with Tata consultancy services.

Shri Ajay Khara (Independent Director)

Shri Ajay Khara, 63 years, is the 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 34 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, 44 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 14 years of experience in real estate sector, including 12 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 32 years & currently he is Proprietor of Bharat P. Shah & Co.

Mrs. Shilpa Vishal Solanki

Ms. Shilpa V Solanki has 13 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 23rd Annual General Meeting of the Members of Inventure Growth & Securities Limited will be held on Thursday, 27th September 2018 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, 2018 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, 2018 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, 2018 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, 2018 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. **To appoint Shri Kamlesh S. Limbachiya (DIN 02774663)** who retires by rotation as a Director and being eligible, offers himself for re appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Kanji B. Rita (holding DIN: 00727470) as Managing Director

To consider and, if thought fit, to pass, 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, of Mr. Kanji B. Rita (holding DIN: 00727470) as the Managing Director of the Company for period of 3 years from 13th August 2018 to 12th August 2021, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, 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 Reappointment 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.”

Minimum Remuneration

- 1) A) Basic Salary : Rs. 3 lacs pm
- B) Commission, up to 1% of the net profit of the Company, at the discretion of the Board, at the end of each financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013 subject to the ceiling laid down in Sections 197 of the Companies Act, 2013 on the total remuneration.
- 2) Mr. Kanji B. Rita shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above:
 - a. Contribution to provident fund, super annuation fund or annuity fund to the extent these either singly or put together are not taxable under Income Tax, 1961.

- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- c. Encashment of leave at the end of the tenure
- 3) Other benefit and perquisites:
 - a. Housing

The expenditure to the Company on hiring furnished accommodation shall not exceed 60% of the salary. In case the Managing Director is provided accommodations owned by the Company, he will pay 10% of his salary towards house rent.
 - b. Gas, Electricity, Water and Furnishings:

Besides housing benefit referred to above, the expenditure on gas, electricity, water and furnishing will be borne by the Company and the market value will be evaluated as per Income Tax Rules, 1962
 - c. Medical Reimbursement

Medical expense incurred by the appointee on self, spouse and dependent children will be reimbursed to him subject to a ceiling of one month's salary in a year or three month's salary over a period of Three Years
 - d. Club Fees

Fees of two clubs subject to a maximum of two clubs excluding admission and life membership fees
 - e. Personal Accident Insurance

Personal accident insurance cover shall be payable as per rules of the company
 - f. Car with Driver

The Whole Time Director will be provided with a car with driver for use on company's business. Use of car for private purpose, if any will be billed by the Company. the provision of car for official use and telephone at residence will not be considered as perquisite
 - g. Telephone

Free telephone(s) at his residence; Personal long distance calls will be billed to the managing director
 - h. The company shall reimburse actual entainment and travelling expenses incurred by the Whole Time Director in connection with the Company's business
 - i. Leave with full pay and allowances shall be allowed as per the Company's policy.
- 4) As Managing Director, he is not entitled to any sitting fees for attending any meeting of Board of Directors or Committee thereof.
 - a) The remuneration including perquisites stated above shall be subject to and within the overall limits for managerial remuneration in Section II of Part II of schedule V of the Companies Act, 2013 read with section 196, 197 of the said act.
 - b) The nature of appointment shall be contractual, terminable by either party giving notice of three months

“FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above and as per the limits specified in part II of Schedule V of the Companies Act, 2013 or with the prior approval of the Central Government ”

“FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or Nomination and remuneration committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of Reappointment of Mr. Kanji B Rita, Managing Director, including the components of the above mentioned remuneration payable to him.”

4. Appointment of Mr. Meet K. Rita (holding DIN: 06895249) as Director of the Company

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee, Mr. Meet K. Rita (holding DIN: 06895249) appointed as an Additional Director (Executive Director) by the Board of Directors at its meeting held on 21st August, 2018, whose terms of office expires at this Annual General Meeting be and is hereby appointed as a Director of the Company.”

“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.”

5. Appointment of Mr. Meet K. Rita (holding DIN: 06895249) as a Whole Time Director.

To consider and, if thought fit, to pass 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, (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee , the Company hereby approves of the Appointment and terms of remuneration of Mr. Meet K. Rita (holding DIN: 06895249) as Whole Time Director of the Company for the period of 3 years from 21th August 2018 to 20th August 2021, 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. Meet 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.”

Minimum Remuneration

- 5) A) Basic Salary : Rs. 2 lacs pm
- B) Commission, up to 1% of the net profit of the Company, at the discretion of the Board, at the end of each financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013 subject to the ceiling laid down in Sections 197 of the Companies Act, 2013 on the total remuneration.

- 6) Mr. Meet K. Rita shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above:
- d. Contribution to provident fund, super annuation fund or annuity fund to the extent these either singly or put together are not taxable under Income Tax, 1961.
 - e. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - f. Encashment of leave at the end of the tenure
- 7) Other benefit and perquisites:
- j. Housing

The expenditure to the Company on hiring furnished accommodation shall not exceed 60% of the salary. In case the Whole time Director is provided accommodations owned by the Company, he will pay 10% of his salary towards house rent.
 - k. Gas, Electricity, Water and Furnishings:

Besides housing benefit referred to above, the expenditure on gas, electricity, water and furnishing will be borne by the Company and the market value will be evaluated as per Income Tax Rules, 1962
 - l. Medical Reimbursement

Medical expense incurred by the appointee on self, spouse and dependent children will be reimbursed to him subject to a ceiling of one month's salary in a year or three month's salary over a period of Three Years
 - m. Club Fees

Fees of two clubs subject to a maximum of two clubs excluding admission and life membership fees
 - n. Personal Accident Insurance

Personal accident insurance cover shall be payable as per rules of the company
 - o. Car with Driver

The Whole Time Director will be provided with a car with driver for use on company's business. Use of car for private purpose, if any will be billed by the Company. the provision of car for official use and telephone at residence will not be considered as perquisite
 - p. Telephone

Free telephone(s) at his residence; Personal long distance calls will be billed to the managing director
 - q. The company shall reimburse actual entrainment and travelling expenses incurred by the Whole Time Director in connection with the Company's business
 - r. Leave with full pay and allowances shall be allowed as per the Company's policy.

- 8) As Whole Time Director, he is not entitled to any sitting fees for attending any meeting of Board of Directors or Committee thereof.
- c) The remuneration including perquisites stated above shall be subject to and within the overall limits for managerial remuneration in Section II of Part II of schedule V of the Companies Act, 2013 read with section 196, 197 of the said act.
- d) The nature of appointment shall be contractual, terminable by either party giving notice of three months

“FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above and as per the limits specified in part II of Schedule V of the Companies Act, 2013 or with the prior approval of the Central Government.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or Nomination and remuneration committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of Reappointment of Mr. Meet K. Rita (holding DIN: 06895249) as Whole Time Director, including the components of the above mentioned remuneration payable to him.”

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

**Sd/-
Kanji B. Rita
(Chairman & Managing Director)**

**Place: Mumbai
Date: 21.08.2018**

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 him/ she and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members up to 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 may refer proxy related provisions given in para 6 of the SS2 - secretarial standard on general meeting issued by the ICSI and approved by the Central Government.

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