



# INVENTURE

GROWTH & SECURITIES LTD.  
Enhancing Fortunes, Enriching Lives.



# 2023 ANNUAL REPORT

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## **CORPORATE INFORMATION**

Board of Directors:	
Mr. Kanji Bachubhai Rita	Chairman & Managing Director
Mr. Kamlesh Shankarlal Limbachiya	Whole Time Director
Mrs. Lasha Meet Rita	Whole Time Director
Mrs. Shilpa Vishal Solanki (upto 22-03-2023)	Independent Director
Mr. Deepak Manikant Vaishnav (upto 30-09-2022)	Independent Director
Mr. Bharat Popatlal Shah (upto 30-09-2022)	Independent Director
Mr. Surji Damji Chheda (w.e.f. 01-10-2022)	Independent Director
Mr. Rekhchand Ramdayal Thanvi (w.e.f. 01-10-2022)	Independent Director
Mr. Pathik Shah (w.e.f. 22.03.2023)	Independent Director

AUDIT COMMITTEE	
Mr. Surji Damji Chheda	Chairman
Mr. Rekhchand Ramdayal Thanvi	Member
Mr. Pathik Shah	Member
Mr. Kanji B. Rita	Member

NOMINATION & REMUNERATION COMMITTEE	
Mr. Surji Damji Chheda	Chairman
Mr. Rekhchand Ramdayal Thanvi	Member
Mr. Pathik Shah	Member

CORPORATE SOCIAL RESPONSIBILITY	
Mr. Surji Damji Chheda	Chairman
Mr. Kanji B. Rita	Member
Mr. Kamlesh S. Limbachiya	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE	
Mr. Surji Damji Chheda	Chairman
Mr. Pathik Shah	Member
Mr. Kamlesh Shankarlal Limbachiya	Member

COMPANY SECRETARY & COMPLIANCE OFFICER	
Mrs. Bhavi R. Gandhi (13 <sup>th</sup> January, 2023)	
Ms. Shikha A. Mishra (20 <sup>th</sup> June, 2023)	

CHIEF FINANCIAL OFFICER	
Mr. Arvind J. Gala	

BANKERS	
Bank of India	
HDFC Bank Ltd.	
Kotak Mahindra Bank Ltd.	
ICICI Bank Ltd	
Axis Bank Ltd.	
Punjab National Bank Ltd.	
SECRETARIAL AUDITOR	
D.M. Zaveri & Co.	

INTERNAL AUDITORS	
M/S Shah & Ramaiya Chartered Accountants	
STATUTORY AUDITOR	
M/S. PPV & Co. (Chartered Accountants)	

REGISTERED OFFICE	
<b>CIN NO: L65990MH1995PLC089838</b>	
201, 2 <sup>nd</sup> Floor, Viraj Towers, Western Express Highway, Andheri-East, Mumbai-400069	

REGISTRAR & SHARE TRANSFER AGENT	
<b>Linkintime India Private Limited</b>	
C 101, 247 Park, LBS Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083	



## FROM CHAIRMAN'S DESK

Dear Shareholders,

In the 76th year of India's Independence, the World has recognized the Indian Economy as a 'bright star' as the Economic Growth is estimated at 7%, which is the highest among all major economies, in spite of the massive global slowdown caused by COVID-19 and Russia-Ukraine War. Decade ago, our country was 10<sup>th</sup> largest economy in the world which has travelled to 5<sup>th</sup> largest currently. We will become 3<sup>rd</sup> largest economy in the year going forward.

For more than 25 years, Inventure Growth and Securities Ltd. (IGSL) has been at the forefront of advising investors on how to engage in the equities market. Both of the Indian stock market's major indices have reached new highs, and the bullish trend is expected to continue as macroeconomic and microeconomic factors point to a positive future for our nation.

The company reported a solid quarterly performance. The company's operating revenue for the fourth quarter of FY23 was Rs.14.45 crore as opposed to Rs.10.45 crore for the fourth quarter of FY21, a gain of 38% YoY. In comparison to the operational profit of Rs.1.48 crore with OPM at 40.90%, the company recorded operating profit that increased by 299% to Rs.5.91 crore. The quarter's profit after tax (PAT) was 4.02 crore as opposed to 2.09 crore. NPM was 29.07% for the quarter. Annual results provided by the company remained subdued.

Equity penetration in India is very low as compared to other developed countries in FY2023. Growth of disposable income, internet penetration and financial inclusion is great combination for equity penetration and growth of broking industry as a whole. By redesigning its website and mobile trading app, Management anticipates enhancing its technology infrastructure in order to take advantage of this potential. A desktop trading platform called "AERO" was launched by the company to assist clients in making decisions that are well-informed.

Undoubtedly, FY2023 was an interesting year. But it also acted as a catalyst for development and change. We may become stronger, more resilient, and more prepared to confront the uncertainties of the future by making use of the experiences we have obtained and building on our strengths.

I want to express my gratitude to our shareholders for your ongoing support. Your involvement in our business is what enables us to succeed.

I wish you all the best!

Thanks and regards.

**Kanji Bachubhai Rita**  
**(Chairman & Managing Director)**



## DIRECTOR'S PROFILE

### **Mr. Kanji B. Rita (Chairman & Managing Director)**

Mr. Kanji B. Rita, 57 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 in the year 1984. He has over 20 years of experience in the stock market. In the year 2002 he has set up “Kenorita Group”. The group provides diversified business activities including real estate, retail clothing, and finance etc.

### **Mr. Kamlesh S. Limbachiya (Whole Time Director)**

Shri Kamlesh S. Limbachiya is a Whole Time Director of the Company with effect from 1<sup>st</sup> April 2014. He is Commerce Graduate and started his career in the year 1993. He has 19 years of experience in Readymade Garments business including 15 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.

### **Mrs. Lasha Rita (Whole Time Director)**

Mrs. Lasha Rita, is Designated Director in Inventure Commodities and Inventure Growth and Securities limited. She is qualified with degree of B.M. S, M. Com and PGDM in Marketing. She has experience of 7 years including 4 years of experience in Securities Market. She is handling day to day activities of the company which includes Operations, Accounts and technology.

### **Mr. Surji Damji Chheda (Non – Executive, Independent Director)**

Mr. Surji Chheda is Designated as Independent Director in our Company. Mr. Surji Chheda holds a degree of Chartered Accountant from Institute of Chartered Accountants of India. Mr. Chheda has more than 25 years of experience as a practicing Chartered Accountant and his expertise includes provisions related to Income Tax Law, Company Law GST Law etc. He holds the position of Director in Sejal Glass Limited and Chhaya Securities Private Limited. He is associated as a Practicing Chartered Accountant with M/s. S.D. Chheda & Co. and M/s. Chheda Joshi & Associates.

### **Mr. Rekhchand Ramdayal Thanvi (Non – Executive, Independent Director)**

Mr. Rekhchand Thanvi is designated as Independent Director in our Company. Mr. Rekhchand Thanvi holds a degree of Bachelor of Commerce from Nagpur University. Mr. Thanvi has more than 15 years of experience in accounting field. He has experience of working at various positions in Gini Silk Mills Pvt. Ltd., Mahavir Minerals Ltd., Purnu fisheries Pvt. Ltd in field of accounting.

### **Mr. Pathik Shah (Non – Executive, Independent Director)**

Mr. Pathik Shah is Designated as Independent Director in our company. Mr. Pathik Shah holds a degree of Chartered Accountant from Institute of Chartered Accountants of India. Mr. Shah has more than 12 years of experience as practicing Chartered Accountant and his expertise includes provisions related to Income Tax Law and GST Law. Mr. Shah is founder of [www.subsidyandloan.com](http://www.subsidyandloan.com). Mr. Shah Has written a book titled “Hand Book on Goods and Service Tax” with specific industry provisions and issues. Mr. Shah has Delivered seminar on types of financing option, government incentive and subsidy and GST in various forums and companies.



## NOTICE

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Inventure Growth & Securities Limited will be held on Monday, 25<sup>th</sup> September 2023 at 11.30 AM through electronic means / video conferencing (VC), to transact, with or without modifications, as may be permissible, the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the report of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2023 and the report 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 31<sup>st</sup> March, 2023 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Kanji Rita (DIN: 00727470) who retires by rotation as a Director and being eligible, offers himself for appointment.

### **SPECIAL BUSINESS:**

3. To Consider & Approve reappointment of Mr. Kanji B. Rita as Chairman & Managing Director of the Company w.e.f. 13<sup>th</sup> August 2024.

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the appointment of Mr. Kanji B. Rita (DIN 00727470) as Chairman & Managing Director of the Company for a period of 3 (Three) years i.e. 13<sup>th</sup> August 2024 to 12<sup>th</sup> August 2027, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of his appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mr. Kanji B. Rita (DIN 00727470) within the limits specified in Section 197 and Schedule V of the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

“**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement.”

“**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorized to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may



be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.”

**By Order of the Board of Directors**

**For Inventure Growth & Securities Ltd**

**Sd/-**

**Kanji B. Rita**

**(Chairman & Managing Director)**

**Place: Mumbai**

**Date: 09.08.2023**





## **NOTES:**

The Ministry of Corporate Affairs ("MCA") vide its circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 May 05, 2022, December 28, 2022 and such other related circulars issued from time to time (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM"/ "Meeting") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred to as "Shareholders") at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars (as amended from time to time), the AGM of the Company is being held through VC/ OAVM and Members can attend and participate in the ensuing AGM through VC/ OAVM permitted the holding of the Annual General Meeting ('AGM' / 'the Meeting') through VC/OAVM The 28<sup>th</sup> AGM of the Company is being held through VC/OAVM on Monday, 25<sup>th</sup> September, 2023 at 11.30 am IST. The deemed venue for the AGM will be the Registered Office of the Company- 201, 2<sup>nd</sup> Floor Viraj Tower, Western Express highway, Near Landmark, Andheri-East, Mumbai-400069

1. Proxies, Attendance Slip & route map of the AGM venue: Pursuant to MCA Circulars and SEBI Circular, since the AGM will be held through VC/ OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice.
2. Authorised Representative: Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to [cs@inventuregrowth.com](mailto:cs@inventuregrowth.com) not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 11.30 A.M. on September 23, 2023.
3. Prior registration of Speakers at AGM: Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at [cs@inventuregrowth.com](mailto:cs@inventuregrowth.com). Please mention name, folio or DP ID and client ID, email, mobile number etc. The said request should reach the Company on or before 22<sup>nd</sup> September, 2023. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.
4. Brief resume of the Directors including those proposed to be appointed / re-appointed, their functional expertise and qualification, names of the Companies in which they hold directorships etc. as stipulated under Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided below as Annexure to notice and forming part of the Notice.
5. Cut-off Date for Dispatch: Members of the Company, holding shares in dematerialized form, 25<sup>th</sup> August, 2023 (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2022-23, through their registered mail id. Any person, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. 25<sup>th</sup> August, 2023, may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, Linkintime India Private Limited at e-mail [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
6. Communication: Notice of the AGM and the Annual Report for the Financial Year 2022-23 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or Company's Registrar and Share Transfer Agents. Any member, who has not registered his Email id, may register his / her Email ID with Registrar and Share Transfer Agents and may also request for a copy of Annual Report electronically. Annual Report for 2022-23 along with Notice of the AGM is available at the website of the Company at [www.inventuregrowth.com](http://www.inventuregrowth.com) and website of the Stock Exchanges i.e. National Stock Exchange Limited of India at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.





8. LinkIntime India Private Limited is our Registrar and Transfer Agent of the Company. All the investor related communication and grievances may be addressed to them at their following address: LinkIntime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400083. Website: [www.linkintime.co.in](http://www.linkintime.co.in) Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Tel No: 022-2596 0320 / Fax No: 022-2596 0329

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, LinkIntime India Private Limited (LIPL) to provide efficient and better services.

10. SEBI vide its notification dated 8<sup>th</sup> June, 2018 has amended Regulation 40 of the Listing Regulations, 2015 and it has been stated that (except in case of transmission or transposition of securities), the transfer of securities shall be processed only in dematerialized form with effect from 1st April, 2019. In compliance with the aforesaid notifications, the members are advised to dematerialize their shares immediately.

11. Non-Resident Indian Members are requested to inform the R&TA immediately about the change in residential status on their return to India, if any.

12. Nomination Facility: Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), LinkIntime India Private Limited, who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 15<sup>th</sup> September, 2023.

14. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

15. Members seeking any information with regard to the accounts, operations, etc. are requested to write to the Company at an early date on or before 22<sup>nd</sup> September, 2023 so as to enable the Management to keep the information ready at the meeting.

16. Go Green Initiative: Members holding Shares in physical form are requested to register their email IDs with the Company's RTA i.e. Link Intime India Private Limited and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.

17. Mandatory PAN Submission: The Securities and Exchange Board of India (SEBI) have 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 the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's RTA, LinkIntime India Private Limited.

18. Unclaimed Dividend: Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. Linkintime India Private Limited / Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.

19. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies



Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents or have any other queries may write to us at [cs@inventuregrowth.com](mailto:cs@inventuregrowth.com) and 02271148500.

20. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.

21. All grievances connected with the facility for voting by electronic means may be addressed to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.

Eligible Members whose email addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5:00 p.m. IST on Friday, 25<sup>th</sup> August, 2023 pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2022-23 and the procedure for remote e-voting along with the login Id and password for remote e-voting. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

#### **1. Individual Shareholders holding securities in demat mode with NSDL**

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

#### **2. Individual Shareholders holding securities in demat mode with CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful