

Date: 20.02.2023

National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla Complex,
Bandra (East), Mumbai – 400 051

BSE Ltd,
Department of Corporate Services
P. J. Towers, Dalal Street,
Mumbai - 400 001

Scrip Name: Inventure

Scrip Code: 533506

Ref:- Inventure Growth & Securities limited.

Sub: Shareholders Approval through Postal ballot for approval of various matters of the Company

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, please find enclosed a copy of Postal Ballot Notice together with the Explanatory Statement, seeking approval of the members of the Company, by way of remote e-voting process for following matters:

1. Re-appointment of Mrs. Lasha M. Rita (DIN: 08104505) as Whole-Time Director of the Company for a period of 3(Three) Years.
2. Re-appointment of Mr. Kamlesh S. Limbachiya (DIN: 02774663) as Whole-time Director of the Company for a period of 3(Three) Years.
3. To consider & approve appointment of Mr. Pathik Bharat Shah (DIN: 03593855) as Non-Executive Independent Director of the Company for a period of 5 Years.
4. To consider and approve increase of Authorized Capital of the Company from 100 Crores to 125 Crores.
5. Approval of Material Related Party Transaction.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners and whose email ID is registered with the Company/ Depositories, as on Friday, February 10, 2023 ("Cut-off-Date")

The Company has engaged the services of Central Depository Services (India) Limited, for providing remote e-voting facility to its entire member. The e-voting facility will be available during the following period:

Commencement of e-voting: 9 a.m. (IST) on Tuesday, 21st February, 2023
End of e-voting: 5 p.m. (IST) on Wednesday, 22nd March, 2023

The Postal Ballot notice will also be available on the website of the Company at www.inventuregrowth.com

Kindly take the above information on your records.

Thanking you,
Yours faithfully,

For Inventure growth & Securities Limited

Mr. Kamlesh S. Limbachiya
Whole Time Director



INVENTURE GROWTH & SECURITIES LIMITED
CIN: L65990MH1995PLC089838

Registered Office: Viraj Tower, 2nd Floor, W. Exp. Highway, Andheri (E), Mumbai - 400 069.
Tel.: +91 22 71148500, 40751515; Fax: +91 22 71148510
Website: www.inventuregrowth.com; **Email:** cs@inventuregrowth.com;

POSTAL BALLOT NOTICE TO THE SHAREHOLDERS

(Notice issued Pursuant to section 110 of the Companies act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS-2) and any other applicable laws and regulations, the resolutions appended below in respect to the following resolutions:

- 1. Re-appointment of Mrs. Lasha M. Rita (DIN: 08104505) as Whole-Time Director of the Company for a period of 3(Three) Years.**

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 and 198 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 members be and are hereby accorded for the reappointment of Mrs. Lasha M. Rita (DIN: 08104505) as Whole-time Director of the Company for a period of 3 (Three) years i.e. 12th September 2023 to 11th September 2026 effective from expiry of her present term ending on 11th September 2023, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of her 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 Mrs. Lasha M. Rita (DIN: 08104505) within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including designation, remuneration / remuneration structure of Mrs. Lasha M. Rita within the limits set out in the explanatory statement annexed to the Notice."

“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.”

2. Re-appointment of Mr. Kamlesh S. Limbachiya (DIN: 02774663) as Whole-time Director of the Company for a period of 3(Three) Years.

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 and 198 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 reappointment of Mr. Kamlesh S. Limbachiya (DIN: 02774663) as Whole-time Director of the Company for a period of 3 (Three) years i.e. 1st April 2023 to 31st March 2026 effective from expiry of his present term ending on 31st March 2023, 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. Kamlesh S. Limbachiya (DIN: 02774663) within the limits specified in Section 197 and Schedule V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including designation, remuneration / remuneration structure of Mrs. Kamlesh S. Limbachiya within the limits set out in the explanatory statement annexed to the Notice.”

“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.”

3. To consider & approve appointment of Mr. Pathik Bharat Shah (DIN: 03593855) as Non-Executive Independent Director of the Company for a period of 5 Years.

To consider, and if thought fit, to give assent or dissent to the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“The Rules”) Regulations 16(1)(b),17,25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] Mr. Pathik Bharat Shah (DIN: 03593855), was appointed by Board of Directors (“The Board”) on 30th January, 2023 based on the

recommendation of the Nomination and Remuneration Committee, as an additional Independent Director of the Company pursuant to Section 161(1) of the Act and Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director and who has furnished a declaration that he meets the criteria for independence, as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(3) of the Act, for a first term of 5 consecutive years with effect from **30th January, 2023 to 29th January, 2028.**”

“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.”

4. To consider and approve increase of Authorized Capital of the Company from 100 Crores to 125 Crores.

To consider, and if thought fit, to give assent or dissent to the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of section 13, 61, 64 of the Companies Act, 2013 (the ‘Act’), Rules 2014 and any other provisions of the Act read with Rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and applicable provisions of the Article of Association of the Company, subject to the approval of members of the Company, the consent of Board of Directors be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 100,00,00,000 equity shares of Rs. 1/- (Rupee One only) each to Rs. 125,00,00,000/- (Rupees One Hundred and Twenty-Five Crores only) divided into 125,00,00,000 equity shares of Rs. 1/- (Rupee One only) each by the creation of additional 25,00,00,000 (Twenty-Five Crore only) equity shares of Rs. 1/- (Rupee One only) each.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

The Authorized Share Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred Twenty-Five Crore only) divided into 125,00,00,000 (One Hundred and Twenty-Five Crore only) equity shares of Rs. 1/- (Rupee One only) each.

“RESOLVED FURTHER THAT Mr. Kanji B. Rita, Managing Director, and/or Mr. Kamlesh Shankarlal Limbachiya, Whole-time Director and/or Mr. Meet Kanji Rita, Chief Operating Officer of the Company is hereby authorized to file Form SH 7 and such other relevant documents forms return as may be required with the registrar of Companies, to do all such acts, deeds and things as may be required for giving effect to the aforesaid resolution.”

5. Approval of Material Related Party Transaction.

To consider, and if thought fit, to give assent or dissent to the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 {including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force} and pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (as amended from time to time) and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members of the Company be and is hereby accorded to the material related party transaction for the purchase of office premises situated at 1st Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104, Maharashtra (The property to be Acquired spread across 6,342.58 Square Feet) from K R Shoppers Pvt. Ltd., a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, for a consideration of an amount not exceeding Rs. 20 Crores (Rupees Twenty Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Agreement to be executed between "The Company and K R Shoppers Pvt. Ltd.;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or authorised Representative(s) of the Company in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects”

The proposed resolution along with Explanatory Statement setting out the material facts and the reasons thereof are appended for your consideration.

Pursuant to the MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The voting through physical ballot papers will not be allowed.

The Company has appointed Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary, Mumbai to act as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Further, the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the members with the facility to exercise the right to vote electronically, i.e. through e-voting facilities provided by Linkintime India Private Limited ("LIPL"). The voting period shall commence at Tuesday 21st February 2023 at 9.00 Am and end on Wednesday 22nd March 2023 at 5.00 Pm.

Date of record/cutoff date prescribed for this purpose Friday, 10.02.2023 to reckon voting rights of members and paid-up value of equity shares. Any person who is not a member on the said date should treat the Notice for information purpose only.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot process will be announced by the Chairman or by any such other person as may be authorized by the Chairman on or before Friday, 24.03.2023, The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Wednesday 22nd March 2023.

The Result of the Postal Ballot will be posted on the Company's website: www.inventuregrowth.com, besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed.

Members have any queries, issues or requiring any clarifications on e-voting may contact Linkintime India Private Limited on number 022-49186000 or by email:- enotices@linkintime.co.in

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. Pursuant to the "**Green Initiative in the Corporate Governance**" taken by Ministry of Corporate Affairs, Govt. of India, in 2011, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on February 10.02.2023 i.e. Record Date. Any person who is not a Member as on the said record date should treat this Notice for information purposes only.
3. The Scrutinizer will submit the report to the Chairman and Managing Director of the Company after completion of scrutiny of the Postal Ballot process
4. The results of the Postal Ballot will be announced by the Chairman and Managing Director or any other Director on or before Friday 24.03.2023 The results will also be posted on the website of the Company (www.inventuregrowth.com).
5. The Special Resolutions mentioned above shall be declared as passed if the number of votes cast in its favor are

not less than three times the number of votes cast, if any, against the said Resolution and the Ordinary Resolutions shall be declared passed, if the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution.

Remote e-Voting Instructions for Shareholders/Members for remote E-Voting got Postal Ballot through Instameet:

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 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 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 home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**By Order of the Board of Directors
For Inventure Growth & Securities Limited
SD/-
Kanji B. Rita
Chairman & Managing Director
DIN: 00727470**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No 1

The Members at the 25th Annual General Meeting held on 26th December 2020 approved the appointment of Mrs. Lasha M. Rita (DIN: 08104505) of the Company with effect from 12th September 2020. Mrs. Lasha M. Rita will complete her present term on 11th September 2023. The Board of Directors in the meeting held on 30th January 2023, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mrs. Lasha M. Rita as a Whole-time Director of the Company, as set out in the Resolution relating to her re-appointment. The principal terms and conditions of appointment of Mrs. Lasha M. Rita (herein after referred to as an "Executive Director") are as follows:

- A. **TENURE OF APPOINTMENT:** The appointment of the Executive Director is for a period of Three years with effect from 12th September 2023.
- B. **NATURE OF DUTIES:** The Executive Director shall devote her Whole-time and attention to the business of the Company and shall perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Director from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a Company
- C. **REMUNERATION:**
 - I. **Basic Salary:** Current Basic Salary of up to Rs. 1,25,000/- per month. The annual increments which will be effective from 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board and will be performance-based and take into account the Company's performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.
 - II. **Benefits, Perquisites & Allowances:**
 - a. **Housing Allowances:** As per the rules of the Company.
 - b. **Medical Reimbursement incurred for herself and her family:** As per the rules of the Company.
 - c. **Personal accident / Medical Insurance:** As may be decided by the Board/Nomination and Remuneration Committee.
 - d. **Club Memberships:** Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad.
 - e. **Leave Encashment:** As per the rules of the Company.
 - f. **Personal Accident Insurance:** As may be decided by the Board/Nomination and Remuneration Committee.
 - g. **Benefits, if any, assigned under Keyman Insurance Policy.**
 - h. **Other Allowances:** As may be decided by the Board/ Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto. **Explanation:** Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
 - i. **Telephone:** Free telephone(s) at her residence; Personal long distance calls will be billed to the Whole-time Director. **Explanation:** The amenities shall not be included for the purposes of computation of the remuneration as aforesaid.
- D. **MINIMUM REMUNERATION:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- E. **OTHER TERMS OF APPOINTMENT:**
 - a. The Executive Director shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any selling agency of the Company.

b. The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.

c. The Agreement may be terminated by either party by giving to the other party Three months' notice of such termination or the Company paying Three months' remuneration in lieu thereof.

d. The employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice:

- if the Executive Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated Company to which she is required to render services; or
- in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director of any of the stipulations contained in the Agreement;

e. Upon the termination by whatever means of the Executive Director's employment:

- the Executive Director shall immediately cease to hold offices held by her in any holding Company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company;
- the Executive Director shall not without the consent of the Company, at any time thereafter represent herself as connected with the Company or any of the subsidiaries or associated companies.

f. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.

g. The terms and conditions of appointment of the Executive Director also include clauses pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality. h. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Director will cease to be the Executive Director, and also cease to be a Director. If at any time, the Executive Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director, and the Agreement shall forthwith terminate. Requisite Notice under Section 160 of the Act proposing the appointment of Mrs. Lasha Meet Rita has been received by the Company, and consent has been filed by Mrs. Lasha Meet Rita pursuant to Section 152 of the Act. The Directors are of the view that the appointment of Mrs. Lasha Meet Rita as Executive Director will be beneficial to the operations of the Company and the remuneration payable to her is commensurate with her abilities and experience and accordingly recommend the Resolutions at Item Nos. 1 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

The brief profile of Mrs. Lasha Meet Rita is given in the annexure and forms part of this Notice. The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions including that of the written memorandum pursuant to section 190 of the Act.

None of the other Directors or Key Managerial Persons and their relatives except Mr. Kanji Rita and Mrs. Lasha Meet Rita is deemed to be interested in the said resolution No 1.

ITEM No 2

The Members at the 24th Annual General Meeting held on 30th September 2019 approved the appointment of Mr. Kamlesh S. Limbachiya (DIN: 02774663) of the Company with effect from 1st April 2020. Mr. Kamlesh S. Limbachiya will complete his present term on 31st March 2023. The Board of Directors in the meeting held on 30th January 2023, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Kamlesh S. Limbachiya as a Whole-time Director of the Company, as set out in the Resolution relating to his re-appointment. The principal terms and conditions of appointment of Mr. Kamlesh S. Limbachiya (herein after referred to as an "Executive Director") are as follows:

- A. **TENURE OF APPOINTMENT:** The appointment of the Executive Whole-time Director is for a period of Three years with effect from April 1, 2023.
- B. **NATURE OF DUTIES:** The Executive Whole-time Director shall devote his Whole-time and attention to the business of the Company and shall perform such duties as may be entrusted to his by the Board from time to time and separately communicated to his and exercise such powers as may be assigned to his, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Director from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a Company
- C. **REMUNERATION:** I. Basic Salary: Current Basic Salary of up to Rs. 2,00,000/- per month. The annual increments which will be effective from 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board and will be performance-based and take into account the Company's performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.
- II. Benefits, Perquisites & Allowances: a. Housing Allowances: As per the rules of the Company. b. Medical Reimbursement incurred for himself and his family: As per the rules of the Company. c. Personal accident / Medical Insurance: As may be decided by the Board/Nomination and Remuneration Committee. d. Club Memberships: Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad. e. Leave/Leave Encashment: As per the rules of the Company. f. Personal Accident Insurance: As may be decided by the Board/Nomination and Remuneration Committee. g. Benefits, if any, assigned under Keyman Insurance Policy. h. Other Allowances: As may be decided by the Board/ Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto. Explanation: Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost. i. Telephone: Free telephone(s) at his residence; Personal long distance calls will be billed to the Whole-time Director. Explanation: The amenities shall not be included for the purposes of computation of the remuneration as aforesaid.
- D. **MINIMUM REMUNERATION:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- E. **OTHER TERMS OF APPOINTMENT:** a. The Executive Whole-time Director shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any selling agency of the Company.

b. The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.

c. The Agreement may be terminated by either party by giving to the other party Three months' notice of such termination or the Company paying Three months' remuneration in lieu thereof.

d. The employment of the Executive Whole-time Director may be terminated by the Company without notice or payment in lieu of notice:

- if the Executive Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated Company to which he is required to render services; or
- in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director of any of the stipulations contained in the Agreement.

e. Upon the termination by whatever means of the Executive Director's employment:

- the Executive Director shall immediately cease to hold offices held by him in any holding Company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company;
- the Executive Director shall not without the consent of the Company, at any time thereafter represent herself as connected with the Company or any of the subsidiaries or associated companies.

f. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.

g. The terms and conditions of appointment of the Executive Director also include clauses pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.

h. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Director will cease to be the Executive Director, and also cease to be a Director. If at any time, the Executive Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director, and the Agreement shall forthwith terminate. Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Kamlesh Limbachiya has been received by the Company, and consent has been filed by Mr. Kamlesh Limbachiya pursuant to Section 152 of the Act. The Directors are of the view that the appointment of Mr. Kamlesh Limbachiya as Executive Director will be beneficial to the operations of the Company and the remuneration payable to her is commensurate with her abilities and experience and accordingly recommend the Resolutions at Item Nos. 2 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

The brief profile of Mr. Kamlesh Limbachiya is given in the annexure and forms part of this Notice. The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions including that of the written memorandum pursuant to section 190 of the Act.

None of the other Directors or Key Managerial Persons and their relatives except Mr. Kamlesh Limbachiya is deemed to be interested in the said resolution No 2.

ITEM No 3

The Nomination and Remuneration Committee (the "NRC"), after following the process laid out in the Policy on Selection and Appointment of Directors of the Company, recommended the appointment of Mr. Pathik Bharat Shah (DIN: 03593855) as an additional Independent Director of the Company to the Board. Based on the recommendation of the NRC, the Board at its meeting held on 30th January 2023, appointed Mr. Pathik Bharat Shah as additional Independent Director of the Company. Mr. Pathik Bharat Shah appointment is for a term of 5 consecutive years with effect from 30th January, 2023 to 29th January, 2028 (both the days inclusive) and is subject to the approval of the members of the Company. During his tenure as an independent director, Mr. Pathik Bharat Shah is not liable to retire by rotation.

Brief Profile:

Mr. Pathik Bharat Shah holds a degree of Chartered Accountant from Institute of Chartered Accountants of India. Mr. Pathik Bharat Shah has more than 10 Years of experience as 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 Dhanera Ajbani's Leasing & Finance Pvt Ltd.

Mr. Pathik Bharat Shah is eligible to be appointed as an independent director of the Company. The Company, pursuant to Section 160(1) of the Act, has received a notice in writing from a member proposing the candidature of Mr. Shah for the office of a director of the Company.

Mr. Pathik Bharat Shah has accorded his consent to act as a director of the Company and has submitted the declaration of independence, pursuant to Section 149(7) of the Act stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with the applicable rules thereunder and Regulations 16(1)(b) and 26 of the Listing Regulations. He has further confirmed that he is not disqualified from being appointed as a director in terms of Section 164 of the Act also provided declaration to the effect that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

The Board has assessed the veracity of the above declarations and other documents furnished by Mr. Pathik Bharat Shah. Basis the confirmations/declarations provided by Mr. Pathik Bharat Shah, the Board is of the opinion that he fulfills the conditions/criteria specified under the Act, the Rules and the Listing Regulations in relation to his appointment as an Independent Director of the Company. Mr. Pathik Bharat Shah is independent of the management of the Company.

The Board is of the view that his appointment as an independent director will be in the best interests of the Company. The Company would immensely benefit from his appointment as such. The Board commends passing of the special resolution in accordance with Regulation 25(2A) of the Listing Regulations proposed at item no. 3 of the Notice.

Details of Mr. Pathik Bharat Shah, in terms of Regulation 36(3) of the Listing Regulations has been provided in the **Annexure** hereto and forming part of this Notice.

Copy of the letter of appointment as issued to Mr. Shah setting out all the terms and conditions of his appointment as an independent director is available on the website of the Company at www.inventuregrowth.com.

Mr. Pathik Bharat Shah, in his capacity as an Independent Director, will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and its committees, if any, as per the applicable provisions of the Act, from time to time.

The Board recommends the Resolution as set in the Notice as a Special Resolution, for approval of the Members.

Mr. Pathik Bharat Shah is not related to any director or key managerial personnel of the Company. Except Mr. Shah, none of the directors, key managerial personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise in the special resolution set out at item no. 3 of the Notice.

ITEM NO 4

To support growth plans of the Company and to maintain the regulatory solvency margin, it is proposed to increase the capital of the Company by way of issue of equity shares on Right basis. Hence, it is proposed to increase the existing Authorized Share Capital from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) to Rs. 125,00,00,000 (Rupees One Hundred Twenty- Five Crores Only).

Pursuant to Sections 61 and 64 of the Companies Act, 2013, the consent of the Members of the Company is required to the proposed increase in the authorized share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held earlier on 30th January 2023, has proposed to increase the authorized share capital of the Company and seeks the approval of Members for the same by way of passing a ordinary resolution.

In order to effect the increased authorized share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company is required be amended.

“V The Authorized Share Capital of the Company is Rs. 12500,00,000/- (Rupees One Hundred Twenty-Five Crore only) divided into 125,00,00,000 (One Hundred and Twenty-Five Crore only) equity shares of Rs. 1/- (Rupee One only) each.”

Pursuant to the Section 13 of Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of the Members of the Company and accordingly Board recommends passing of the special resolution in accordance with Regulation 25(2A) of the Listing Regulations proposed at item no. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested in the proposed resolutions.

ITEM NO. 5

The Board of Directors of the Company at their meeting held on 30th January 2023 had evaluated the proposal for the purchase of office premises situated at 1st Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104, Maharashtra. The Company had appointed Neelam Arch Consultants Private Limited, Chartered Engineers as the Valuer for carrying out the valuation of office premises. K R Shoppers Pvt. Ltd. a ‘Related Party’ of your Company in terms of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the SEBI LODR. Further, the Proposed purchase of office premises qualifies as a ‘Material Related Party Transaction’ as per Regulation 23(1) of SEBI LODR.

Accordingly, subject to the approval of the Members of the Company, the Board of Directors of the Company has on 30th January 2023 approved the purchase of office premises situated at 1st Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon west, Mumbai-400104, Maharashtra, a ‘Related Party’ of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, for a consideration of an amount not exceeding Rs. 20 crores (Rupees Twenty Crores Only), including adjustments, if any, on such terms and conditions, as may be mutually agreed in the Agreement to be executed between Agreement to be executed between The Company and K R Shoppers Pvt. Ltd. In order to arrive at the consideration amount, the Company has, inter alia, relied upon the valuation report of Neelam Arch Consultants Private Limited, Chartered Engineers.

In accordance with the provisions of Section 188(1)(b) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2019, prior approval of the Members by way of an

Ordinary Resolution is required for entering into any transaction between related parties for 'selling or otherwise disposing of, or buying, property of any kind' where the amount involved exceeds 10 percent or more of the net worth of the Company.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all material related party transactions require approval of the Members of the Company. The provisions of the recently amended Regulation 23 of the Listing Regulations, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions(RPTs) which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, are as follows:

SI. No.	Description	Details
1.	A summary of information provided by the management to the Audit Committee:	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	K R Shoppers Pvt. Ltd.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. Kanji Bachubhai Rita & Mrs. Lasha Meet Rita
c.	Nature, material terms, monetary value and particulars of contracts or arrangement.	Purchase of commercial property spread across 6,342.58 Square Feet situated at 1st Floor Kenorita Jewels Building, Station Road, Jawahar Nagar One, Goregaon West, Mumbai-400104 for aggregate consideration not exceeding Rupees 20 crore by entering into sale agreement with K R Shoppers Pvt. Ltd.
d.	Tenure of the transaction.	One quarter from the date of approval by the members
e.	Value of the proposed Transaction.	Rs. 18,74,90,000/-
f.	Percentage of annual consolidated turnover for the immediately preceding financial year.	37.7%
2.	Justification for the transaction.	The Company is planning to expand Broking Business by three verticals: <ul style="list-style-type: none"> - Investment in Office Premises and Working Capital for Expansion of Arbitrage and Share Trading Business to grab the opportunities prevailing in the market. - Investment for the Expansion of Margin Trading Facilities (MTF) business to provide leverage to existing clients to benefit from the volatility in the current market. - Investment in the new Edge Proprietary Technology and software. In order to achieve above purpose it is proposed to purchase

		bigger office premise to cater need of additional employees' strength.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	NA
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure	NA
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA
4.	The particulars of the valuation or other external report, if any, relied upon.	Valuation Report dated 07.02.2023 from Neelam Arch Construction Pvt. Ltd., Registered Valuer.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	Nil
6.	Any other information that may be relevant.	NA

A copy of documents for purchase of property will be available for inspection by the members, free of cost, at the Registered Office of the Company during business hours on all working days during business hours up to the date of closing of the Postal Ballot.

As per Regulation 23(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling within the definition of related parties shall abstain from voting on these resolutions and accordingly, the promoters and the promoter group entities shall not vote on these resolutions.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 5 of the accompanying notice for the approval of members of the Company.

All the Directors except for Mr. Kanji Rita, Mrs. Lasha Meet Rita and Mr. Kamlesh Limbachiya and Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

“ANNEXURE I”

Details of the Directors seeking appointment/re-appointment.

(In pursuance to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

Name of the Director	Lasha Meet Rita	Kamlesh S. Limbachiya
DIN	08104505	02774663
Date of Birth	24.03.1995	27-09-1967
Age	25 Years	56 Years
Date of last Appointment	12.09.2020	31.03.2020
Brief resume, qualification, experience and nature of expertise in specific functional areas	Mrs. Lasha Meet Rita is qualified with degree of B.M.S.M. Com and PGDM in Marketing. She has experience of 5 years including 2 years of experience in Securities Market. She is handling day to day activities of the Company which includes Operations, Accounts and technology. She is also developing technology based system to improve the quality and performance of various departments.	He is Commerce Graduate and started his career in the year 1993. He has 18 yrs of experience in Readymade Garments business including 13 years of experience in construction business. He has experience of 12 years in stock broking business. He has been associated with the company since last 9 years. He works as a Partner in M/S Shri Paridhan Traders and as a Director in Keshvi Developers Private Limited, Inventure merchant banker services Private limited, Inventure commodities limited and Inventure developers private limited, Inventure Wealth Management Limited.
No. of Board Meetings attended during the financial year ended March 31, 2023	6	6
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Inventure Commodities Limited	Keshvi Developers Private Limited Inventure Wealth Management Limited Inventure Commodities Limited Inventure Developers Private Limited Inventure Merchant Banker Services Private Limited
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders ‘Relationship Committee.)	0	1
Number of Shares held in the Company	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Daughter in Law of Mr. Kanji Bachubhai Rita	NA
Details of Remuneration sought to be paid	1,25,000/- pm	2,00,000/- pm

Remuneration last drawn by the Director	1,25,000/- pm	2,00,000/- pm
Justification for choosing the appointee for the appointment as Independent Directors	NA	NA
Listed Entities from resigned as Director in past 3 years	NA	NA
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.

“ANNEXURE II”

DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Particulars	Details
Name of the Director	Mr. Pathik Shah
Date of Birth	7/9/1986
Age	36 years
Qualifications	He holds Graduate degree from Institute of Chartered Accountant of India.
Reason for Change viz, appointment, resignation, removal, death or otherwise	Appointment
Date of Appointment	30 th January 2023
Terms of Appointment	Mr. Pathik Shah has been Appointed as Independent Director.
Brief profile of Mr. Pathik Shah	He has more than 10 years of experience in practicing chartered accountant
Nature of expertise in specific functional area	Taxation matters
Skills and capabilities required for the role and the manner in which director meets such requirements	Having good knowledge of Company law matters
Terms and conditions of appointment or re-appointment	Please refer to the Resolution and Explanatory Statement as mentioned in the accompanying Postal Ballot Notice.
Remuneration – Sitting fees for attending Board & Committee Meetings.	Rs.25,000/- per meeting
No. of Board Meetings attended during the FY 2022-23	NIL
Shareholding in the Company as on date	NIL
Directorships held in other companies	Dhanera Ajbani’s Leasing & Finance Pvt Ltd
Committee Memberships / Chairmanship in other companies	NIL
Listed Entities from resigned as Director in past 3 years	NIL
Disclosure of Relationship with Directors	No relation with directors
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.