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**CORPORATE INFORMATION**

**BOARD OF DIRECTORS:**

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

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

**AUDIT COMMITTEE**

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

**NOMINATION & REMUNERATION COMMITTEE**

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

**INVESTORS GRIEVANCE COMMITTEE**

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

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

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

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mrs. Bhavi R Gandhi

**STATUTORY AUDITORS**

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

**INTERNAL AUDITORS**

M/s. Shah & Ramaiya Chartered Accountants

**BANKERS**

Bank of India  
HDFC Bank Ltd.  
Kotak Mahindra Bank Ltd.  
Axis Bank Ltd.  
Punjab National Bank  
Syndicate Bank  
State Bank of India  
ICICI Bank Ltd.  
Canara Bank

**SECRETARIAL AUDITOR**

D. M. Zaveri & Co.

**REGISTRAR AND SHARE TRANSFER AGENT**

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

**REGISTERED OFFICE**

201, 2<sup>nd</sup> floor, Viraj Towers,  
Western Express Highway,  
Andheri - East, Mumbai - 400069

CIN No. L65990MH1995PLC089838

**CHAIRMAN MESSAGE**

Dear Shareholders,

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

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

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

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

**Thanks & Regards,**

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

**BOARD OF DIRECTORS**

**Shri Nagji K. Rita (Chairman)**

Mr. Nagji K. Rita, 62 years, is the Chairman of our Company. He is one of our founder members and has been with our Company, in the capacity of a Director since incorporation. He is a Bachelor of Commerce from the University of Mumbai. He started his career by managing a grocery store. His experience includes running and managing a departmental store of custom notified consumer durable goods by the name Oswal Consumer Co-operative Society from the year 1982 to 1990. He has initiated to explore a new business opportunity in real estate-sector. During the year he has been awarded degree for Dr. of Philosophy by Trinity World University of U.K. Further he is involved with several non governmental organizations for the promotion of social and humanitarian activities

**Shri Kanji B. Rita (Whole Time Director)**

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

**Shri Kamlesh S. Limbachiya (Whole time Director)**

Shri Kamlesh S. Limbachiya is a Whole Time Director of the Company with effect from 1<sup>st</sup> April 2014. He is Commerce Graduate and started his career in the year 1993. He has 16 yrs of experience in Readymade Garments business including 11 years of experience in construction business. He works as a Partner in M/S Shri Paridhan Traders and as a Director in Keshvi Developers Private Limited

**Shri. Harilal B. Rita (Non Executive Director)**

Mr. Harilal. Rita 44 years is the Non Executive Director of our Company, Since February 2012. He started his career in the year 1990. He has around 10 years of Experience in Finance & Brokerage and overall he has 22 years of experience. At present he is a Director in Keshvi Developers Pvt Ltd, Pioneer Securities Pvt Ltd and Kothari Builders Pvt Ltd. He is also a Partner in Kenorita Realty, LLP

**Shri. Virendra Singh (Non Executive Director)**

Mr. Virendra Singh, 59 years, is the Director of our Company. He is one of the founder members of our Company and has been with our Company, in the capacity of a Director since the time of incorporation. He is a Bachelor of Science from the University of Bombay. His experience includes 15 years in the field of Capital Markets and 7 years in marketing pharmaceuticals. He has been instrumental in the expansion of our Company's various financial services. He is actively associated with the functionality of these companies and is involved in the overall business of the Company.

**Shri. Deepak M. Vaishnav (Independent Director)**

Mr. Deepak M. Vaishnav, 51 years, is the Independent Director of our Company. He is a Chartered Accountant by profession. He has a vast experience of 20 years in the fields of business process re-engineering, computerisation of processes, ERP evaluation, implementation and post production support, ERP due diligence, providing functional, technical and strategic support to various teams working on various projects in diverse industries like stock exchange, finance, real estate, telecommunication, banking, government financials, IT consulting, insurance and investments, process manufacturing, retail etc. at different locations in India and abroad.

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

**Shri. Ajay Khera (Independent Director)**

Shri Ajay Khera, 60 years, is the and Independent Director of our Company. His qualifications include: -

- M.sc (Hons.) in Bio Chemistry;
- Diploma in International Marketing;
- Diploma in Industrial Purchasing and Materials Management;
- Advance diploma in German language;
- Fellow of Chartered Institute of Logistics and Transport;
- Member of Institute of Materials Management, United Kingdom.

He has around 31 years of experience in warehousing and logistics. He stands credited with outstanding services and contributions towards the growth of hi-tech Jawaharlal Nehru Port, by the Jawaharlal Nehru Port Trust and stands conferred with JPI's Rajiv Gandhi Memorial Shipping Performance Award 1996 for special services for outstanding contribution for promoting of shipping trade at JNPT, Navi Mumbai.

**Shri. Dilip C. Shah (Independent Director)**

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

**Shri Bharat P. Shah (Independent Director)**

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

**Mrs. Shilpa Vishal Solanki**

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

**NOTICE**

**NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Inventure Growth & Securities Limited will be held on Thursday, 24<sup>th</sup> September 2015 at 11.00 AM at 3<sup>rd</sup> Floor, Sterling Banquet Hall, Topiwala Center, Off S.V. Road, Near Station Road, Goregaon (West), Mumbai – 400 062.**

**ORDINARY BUSINESS:**

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

**"RESOLVED THAT** subject to the provisions of Section 139, 140 and all other applicable, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), M/s. PHD & Associates, Chartered Accountants, (Firm Registration Number: 111236W), be and are hereby re-appointed as Statutory Auditors of the Company for their second term of 5 (five) years to hold the office from conclusion of this Annual General Meeting (hereinafter referred to as 'AGM') till the conclusion of the Twenty fifth AGM of the Company to be held in the calendar year 2020 (subject to ratification by the members at every AGM held after this AGM) at a remuneration as may be decided by the Board of Directors"

**SPECIAL BUSINESS:**

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

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

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

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

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

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

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

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

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

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

**(a) Salary:-**

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

**(b) Other Benefits:-**

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

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

**(c) Minimum Remuneration:**

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

**(d) Sitting Fees**

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

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

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Shilpa V. Solanki (holding DIN: 07139092), who was appointed by the Board of Directors as an Additional Independent Woman Director under the provisions of Section 161 of the Companies Act, 2013 with effect from 23rd March 2015 and holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under the provisions of section 160 of the Companies Act, 2013, proposing her candidature for the office of a director, be and is hereby appointed as an Independent Woman Director of the Company to hold office for term of 5(Five) years upto 22nd March 2010 and whose office shall not be liable to retire by rotation"

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

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

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



**NOTES:**

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

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

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

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

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

**Instructions for e-voting**

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

**Steps for Remote E-voting**

(1) In case of members receiving e-mail

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

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

|                       |   |
|-----------------------|---|
|                       | is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.  |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.<br><br>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "INVENTURE GROWTH & SECURITIES LIMITED"

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote; click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.

(b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

(d) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

(e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(2) In case of members receiving the physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] ::

Initial password will be provided by Linkintime Pvt Ltd., Registrar and Share Transfer Agents of the Company: EVEN (E-Voting Event Number); user ID and password

EVEN (Remote e-voting Event Number)USER ID PASSWORD/PIN

Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.

(3). The e-voting period commences at 10.00 am on 21<sup>st</sup> September, 2015 and ends at 05.00 p.m. on 23<sup>rd</sup> September, 2015. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17<sup>th</sup> September-- of 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case you have any queries or issues regarding e -voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### (4) Other Instructions

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 cutoff date 17<sup>th</sup> September, 2015.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17<sup>th</sup> September, 2015, may obtain the login ID and password by sending a request at the Company or Issuer/RTA.

However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or contact CDSL at the following toll free no.: 18002005533.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper

Mr. Dharmesh Zaveri, Practicing Company Secretary (Membership No. FCS 5418), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Assent/Dissent Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Members have the option to request for physical copy of the Assent/Dissent Form by sending an email to [cs@inventuregrowth.com](mailto:cs@inventuregrowth.com) in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent/Dissent Form should reach the Registered Office of the Company not later than 20<sup>th</sup> September 2015 (5:00 PM IST).

The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.inventuregrowth.com](http://www.inventuregrowth.com) within two days of the passing of the resolutions at the 20<sup>th</sup> Annual General Meeting of the Company and communicated to the BSE&NSE Limited where the shares of the Company are listed.

**EXPLANATORY STATEMENT****ITEM NO. 4, 5 & 6**

Mr. Kanji Rita was appointed by the Board of Directors as additional director of the Company effective from 12th November 2015 under section 161 of the Companies Act, 2013 and pursuant to Articles of Association. In terms of section 161 of the Act he hold office upto the date of 20th Annual General Meeting but eligible for appointment as a director. A notice under section 160 of the Act has been received from member of the Company signifying the intention to propose the appointment of Mr. Kanji Rita as director. The Board in its meeting held on 10th February 2015 designated him as whole-time director of the Company and further in its meeting held on 12th August 2015 re-designated him as Managing Director of the Company w.e.f 13th August 2015 subject to approval of members in ensuing Annual General Meeting.

Mr. Kanji Rita is the driving force behind the Companies growth. He has over 15 years of entrepreneurial experience including hands on experience in broking industry and Real Estate Sector. He directly oversees the day-to-day activities of the Company.

**(a) Salary:-**

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

**(b) Other Benefits:-**

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

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

**(c) Minimum Remuneration:**

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

**(d) Sitting Fees**

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

In view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, the Board commends the Special Resolution as set out in Item No.5&7 in the Notice for the approval of members.

Mr. Kanji Rita and relatives of Mr. Kanji Rita as defined under the provisions of the Companies Act, 2013 and Rules made thereunder are deemed interested in the said Resolution no.4,5 & 6.

None other Directors or Key Managerial Personnel and their Relatives are deemed to be interested in the said Resolution No. 4, 5 & 6

**INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013**
**I. GENERAL INFORMATION:-**
**1. Nature of Industry:**

The Company is in broking business.

**2. Date or expected date of commencement of commercial production:**

The Company is into broking industry hence the same is not applicable.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**4. Financial performance based on given indicators:**

As per the Audited Accounts of the previous three financial years:-

(Rs. In Lacs)

| Particulars       | As on March 31, 2014 | As on March 31, 2013 | As on March 31, 2012 |
|-------------------|----------------------|----------------------|----------------------|
| Total Income      | 1431                 | 2138                 | 2959                 |
| Profit before Tax | 1                    | 276                  | 828                  |
| Profit after Tax  | -33                  | 199                  | 567                  |

**5. Foreign Investments or collaborations, if any:**

NIL

**II. INFORMATION ABOUT THE APPOINTEE:**
**1. Background details:**

Mr. Kanji Rita is the driving force behind Inventure Growth & Securities Limited. He has over 15 years of entrepreneurial experience of the broking industry and Real Estate Sector. He directly oversees the day-to-day activities of the Company.

**2. Past remuneration:**

Details of the remuneration paid to Mr. Kanji Rita in previous three financial years

| Sr. No. | Year       |            | Remuneration (in Rs.) |
|---------|------------|------------|-----------------------|
|         | From       | To         |                       |
| 1.      | 01.04.2014 | 31.03.2015 | 12,00,000             |
| 2.      | 01.04.2013 | 31.03.2014 | NIL                   |
| 3.      | 01.04.2012 | 31.03.2013 | NIL                   |

**3. Recognition of Awards :**
**4. Job profile and his suitability**

His work profile includes Stock Broking experience, construction business with experience of 15 years.

**5. Remuneration proposed:**

The terms of remuneration are detailed in the Explanatory statement.

**6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

The remuneration proposed is reasonable in the context of global operations & complexity of business of the Company and commensurate with the similar industry (Broking Business), operating in India and the profile of the position.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:**  
 NIL

### III. OTHER INFORMATION:-

#### 1. Reasons of loss or inadequate profits:

The profits of the Company have increased over the years. For the year ended 31<sup>st</sup> March, 2015, the Company has made Profit before tax of Rs. 410 Lacs and Profit after tax of Rs.284 Lacs. The proposed remuneration payable to the Managing Director may exceed the limit specified under Section 197 of the Companies Act, 2013 and profits of the company may be inadequate to that extent.

#### 2. Steps taken or proposed to be taken for improvement:

During the year the Company has applied for Small Banking Financing Company License through its Subsidiary Company i.e. Inventure Finance Pvt Ltd.

#### 3. Expected increase in productivity and profits in measurable terms:

The Company's tight control on cost, higher asset productivity and sales growth is expected to improve the profit before depreciation, interest and tax over the years.

None of the Directors or Key Managerial Persons or their relatives other than Mr. Kanji Rita and their relatives are deemed concerned or interested in the aforesaid resolution

### ITEM NO.7

Ms. Shilpa V Solanki has 10 years of working experience in accountancy background. She is Qualified as a B. Com from Mumbai University as well as Chartered Accountants from ICAI. By profession she is Practicing Chartered Accountants in the firm name "M/s Shilpa S Jain and Associates", she is partner in Yardli Prabhu & Associates. Ms. Shilpa V Solanki was appointed as an Additional Director by the Board of Directors on 23/03/2015 Section 161 (1) of the Companies Act, 2013. She is presently an Independent Director on the Board as per the current provisions of the Listing Agreement. She will hold office up to the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Shilpa V Solanki being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years effective from 23<sup>rd</sup> March 2015. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member of the Company along with requisite deposit, signifying his intention to propose Ms. Shilpa V Solanki as a candidate for the office of the Independent Director of the Company.

In the opinion of the Board, Ms. Shilpa V Solanki fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an independent director of the Company and is independent of the management of the Company. Having regard to her qualifications, knowledge and experience her appointment as an Independent Director will be in the interest of the Company. Copy of the draft letter for appointment of Ms. Shilpa V Solanki as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board recommends her appointment as an Independent Director in the interest of the Company, to utilize her expertise.

None of the Directors or Key Managerial Persons or their relatives other than Ms. Shilpa Solanki are deemed concerned or interested in the aforesaid resolution.



**ITEM NO. 8**

Under the provisions of Section 180(1)(c) of the Companies Act 2013, the Board of Directors of a Company could, with the consent of the Members obtained by a Special Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid up share capital and free reserves of the Company. In terms of provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting through Special Resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of Company's paid up capital and free reserves.

Taking into account the future finance requirements for growth plans and expansion programs and to cater to the working capital needs, this resolution is proposed providing that, in addition to the Company's existing borrowings, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding `500 Crores (Rupees five Hundred Crores)

Your Directors, therefore, recommend the above Special Resolution for your approval.

None of the Directors or Key Managerial Persons or their relatives are deemed concerned or interested in the aforesaid resolution.

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

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

Place: Mumbai  
Date: 13.08.2015

### MANAGEMENT DISCUSSION & ANALYSIS

The Company is in the business of Trading in Shares and Finance Activity. The key issue of the Management Discussion and Analysis are given below.

#### **INDUSTRY STRUCTURE AND DEVELOPMENT**

The Company is a Corporate Member of the National Stock Exchange of India Ltd. in Capital Market, Future & Option Market & Currency Derivatives Segments and India has a transparent; highly technology enabled and well regulated stock / capital market. Vibrant, well developed capital markets facilitate investment & economic growth. Today the stock market is buoyant and has a range of player's mutual funds, FIs, Hedge Funds, corporate & other institute. Domestic Savings and capital inflows are channelized in the capital market. In recent years, the capital market has undergone substantial reforms in regulation and supervision. Reforms, particularly the establishment of SEBI, market determined prices and allocation of resources, screen based nation-wide trading, t+2 settlement, scrip settlement and electronic transfer of securities, rolling settlement and derivatives trading have greatly improved both regulatory frame work and efficiency of trading and settlement. Indian Finance market size is estimated at Rs. 100 Trillion. Approximately one third of this demand is met through Share Market and the balance is met through Financers and lenders. The Industry is mainly dependent on the on the Investors sentiments. It is now prevailing good and getting healthy.

#### **STRENGTH**

The strength of a company is known from the profit it earns and sound advances. It also depends on the Government policies of taxation.

#### **REGULATORY**

Our activities subject to supervision and regulation by multiple statutory and regulatory authorities including exchanges. Company is complying various statutory provisions such as Companies Act, Income tax Act, Service Tax, BSE & NSE provisions and other applicable laws and regulations applicable to the companies.

#### **INTENSE COMPETITION**

Our Company faces significant competition from companies seeking to attract clients' financial assets. In particular, we compete with other Indian and foreign brokerage houses, public and private sector commercial banks operating in the markets in which we are present. In recent years, large international banks have also entered these markets. The profitability of the company depends upon volatility of the Company.

#### **MANPOWER & EMPLOYEE RELATIONS:**

Inventure Growth & Securities Limited considers human resources a key element. The company has a competency based performance for identifying and developing managerial talent. We are highly dependent on our senior management, our directors and other key personnel. Our future performance will depend upon the continued services of these persons. The loss of any of the members of our senior management, our directors or other key personnel may adversely affect our results of operations and financial condition.

Emphasis is laid on providing adequate training to its employee, to meet the attitudinal and cultural values of the organization ethos to achieve the goals set. The human resources of company are quite enough according to size, volume and transactions of business and employee relations are continued to be cordial during the year.

#### **INTERNAL CONTROL SYSTEM AND ADEQUACY:**

Inventure Growth & Securities Limited has adequate internal control systems in place for safeguarding the assets, for ensuring that all transaction are in accordance with the policies of the Company, are duly authorized, recorded and reported. The objective is to prevent possibilities of frauds or other irregularities. The Company is working to further strengthen the systems for internal audit and risk assessment and mitigation.

### **BUSINESS STRUCTURE**

The key activity of the Inventure Growth & Securities Limited is Broking in securities listed in Stock Exchange. The Inventure Growth & Securities Limited having its five subsidiary Companies. Being Holding Company, the Inventure Growth & Securities Limited has its base earning, is through trading / Broking of clients' securities with Stock Exchange. The configuration of the Inventure Growth & Securities Limited is as trail.

### **INVENTURE GROWTH & SECURITIES LTD.**

Inventure Growth & Securities Ltd. is the listed company. Being the listed company the structure of it is based on the following elements:

- To be the most preferential financial services provider for all categories of investor by offering them ample services.
- Improvement & enhancing the worth of services to stakeholder community including customers, employee & other concerned authority.

Inventure Growth & Securities Ltd. is a public limited company incorporated under Companies Act, 1956. Inventure Growth & Securities Ltd. has membership in Cash & Derivatives segment of NSE, BSE & MCX-SX, currency futures market segment of NSE & MCX-SX, whole sale debt market of BSE & NSE, and also registered as DP with CDSL.

The following activity to be included in the operation:

### **BROKING IN SECURITIES**

Mainly the Inventure Growth & Securities Ltd. providing the service of equity broking to ultimate customer. Services offered by the Inventure Growth & Securities Ltd. in relation to broking include equities, derivatives, commodities, depository's services etc. Today Inventure Growth & Securities Ltd. touched a wide range of client in rural & urban economically weaker section of the society which inter alia includes retail client, High Net worth Investor, Institutional Clients etc. Further the offering services to the ultimate client are also through Franchises, sub-broker etc. with its core strength of providing excellence research and advisory, the company continues to focus on the high-yielding cash segment. As the market performance and retail participation pick up, the company will be best poised to capture the resultant upside.

### **INVESTOR MEETING POINT**

The success of our client is the biggest reward for us. We always put the interest of our clients before our own. Understanding our clients' needs, seeking new opportunities for them, addressing them and delivering unique solutions as per their expectation are imperative to us.

### **EXECUTION**

Our expertise, experience and continuous focus on the quality of execution ensure effective implementation of our strategies.

### **MORDENIZATION**

We understand our clients' needs and develop solutions for the most complex or the simplest financial transactions, creativity and innovation are driving factor in everything we do. Therefore, we encourage new ideas that help us address unique opportunities.

### **ROUTINE**

We believe in the development of our human resource and continuously hone our skills by setting higher targets of performance of ourselves. We strive to attract, develop and retain the best talent in the industry and also ensure they get their well deserved rewards.

### **TEAMWORK**

We believe extensive teamwork is what makes it possible for us to work together towards a common goal. We value and respect each individual's commitment to group efforts.

**INTEGRITY**

Integrity is fundamentals to our business. We adhere to moral and ethical principles in everything we do as professionals, colleagues and corporate citizens. Our reputation based on high standards of integrity is invaluable.

**EXAMINE ACTIVITY**

Inventure Growth & Securities Ltd. Provides research services on both fundamental & technical side. Research team comprising of highly qualified professional such as Chartered Accountants, Company Secretary etc. The research team covers companies in various sectors and analysis the Indian & Global economy in order to identify potentially wealth-creating equity investment ideas.

**DEPOSITORY SERVICES**

We are the Depository Participant of CDSL, who is authorized to provide the depository services to the clients. The depository services includes opening of Demat Account, Dematerialization of securities, pledge of securities ; pay-in & pay-out of securities, holding statement of client in relation to securities etc. Inventure Growth & Securities Ltd. offers depository facility to our equity trading clients as a part of integrated service offering as well as to third parties through CDSL, where it is depository participant.

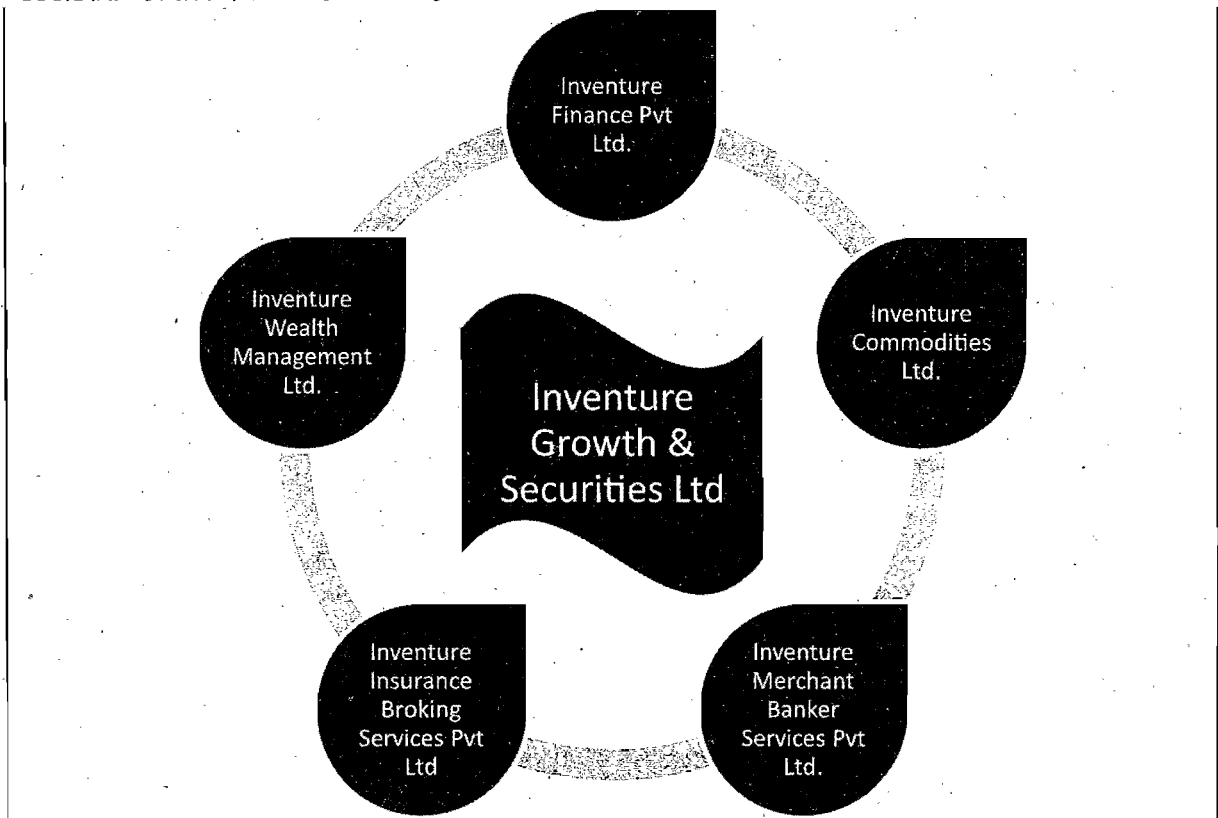
**MARKET MARKER**

We are duly authorized to be a Market Maker by NSE & BSE. Being Market Maker, the Inventure Growth & Securities Ltd. provides such services to stabilize the price in the securities market. The Market Maker by offering a two way quote not only increases the supply of scrip but also triggers of a demand in the scrip.

**OTHER SERVICES OFFERED BY INVENTURE GROWTH & SECURITIES LTD.**

Apart from the above service the Inventure Growth & Securities Ltd. also offers investment opportunity in a diverse range of products like distribution IPO's. We update the to our stakeholder community up to allotment of securities offered to general public.

**SUBSIDIARY OF INVENTURE GROWTH & SECURITIES LTD.**



**INVENTURE FINANCE PVT LTD**

**Margin Trading Funding (MTF):**

Financing facility where client pays only the margin amount and the rest is funded by IFPL.

Enables client to take long positions in the market with limited funds.

The shares bought are actually owned by the client itself thus clients are entitled for benefits of any corporate action. (Dividend, bonus, etc are passed on to the clients).

IFPL decides the sanction limit for the client and Interest is charged only on actual utilization of funds and is calculated on monthly basis.

Clients should have a Demat A/c with IGSL.

List of approved scripts on which MTF facility is available.

The agreement is made for 1 year after which client may renew if required.

IFPL is given the POA to operate Demat and bank a/c of the client.

**Inter Corporate Deposits:**

We provide Deposits to corporate entities forming part of our Business group.

Deposits are repayable within One year.

Easy Documentation and Sanctioning.

**Loan against Gold:**

Easy Finance to Lower Income group against security of Gold ornaments and jewellery.

Easy Documentation and faster sanctioning process.

Disbursement in cash, no Bank Account required.

Lenient repayment terms.

Attractive rate of interest.

**INVENTURE COMMODITIES LTD**

Inventure Commodity offers one of the best trading solutions to individual clients through its Individual Trading desk. The Individual Trading desk enables a client to trade in any commodity futures, listed on the national commodity exchanges, with a slew of value-added services attached to it at no extra cost. As an individual client of Inventure Commodity Services, you benefit from In-depth research on commodities of your interest, SMS services for intra-day technical calls, Daily, Weekly and Special Research Reports on commodity complex and efficient execution of your trades.

Inventure Commodity Corporate Desk offers trading and hedging solutions to corporate clients. It acts only on the clients' instructions / orders. And, based on their independent decision, INVENTURE helps them in their hedging process, including implementation and continuous monitoring of their positions. Our guidance helps clients withstand the vagaries of commodity price fluctuations in their businesses which may generate higher risk adjusted return on their capital.

Commodities are goods that are typically used as inputs in the production of other goods and services. Commodity prices are determined largely by supply and demand interactions in the global marketplace. Supply and demand conditions may be influenced by factors like the weather, geo-political events, and supply-side shocks (e.g., wars, hurricanes). Few examples of commonly traded commodities are energy products like oil and natural gas, metals like gold, copper and nickel, and agricultural products like sugar, coffee, and soybean.

Some of the major benefits of trading in commodities are portfolio diversification, inflation protection, hedge against event bases risk etc.

Inventure Commodities Limited undertakes commodities brokerage business and has membership of MCX, NCDEX & NSEL.

**INVENTURE WEALTH MANAGEMENT LTD.**

Inventure Wealth Management Ltd. is registered to provide services like Mutual Fund, Art Funds etc. we act as wealth manager, financial consultant, management consultant, facilities of every description and to manage and mobilize funds and assets of various companies, mutual fund, individual investor, firms, association and other body corporate, private and institutional investor. We have a dedicated team of employee including specialist advisor who understand each client's needs individually and customized services to them. We are marketing different types of schemes which help the investor to minimize the risk. The diversify investment strategy by combining assets classes, securities from different sectors to maximize performance, minimize losses and increase the likelihood of returns. There are different types of investment strategy are to be provided to the ultimate consumers. The advisor also accept clients existing securities, bonds and mutual fund holdings along with cash which can be then be revamped according to their goal and preference. The aim of diversification is to reduce risk without sacrificing return.

**INVENTURE INSURANCE BROKING PVT LTD**

Inventure Insurance Broking Private Limited is registered in November 24, 2009 to provide the plan to distribute major insurance company's product in life as well as general insurance. Further, the service in such subsidiary which inter allia includes providing consultancy and guidance, loan against insurance policy, dematerialization of insurance policy (Application is in process), workshop of training program in relation to insurance policy and dematerialization of the same.

Being an insurance broker we provide the better prior investment opportunity to stakeholder community for the time being in force. In addition the Inventure Insurance Broking Private Limited provides the opportunity to its insured stakeholder:

- A. Provide security for his/her family.
- B. Protect his/her home mortgage.
- C. Take care of his/her estate planning needs.
- D. Look at other requirement saving/income vehicles.

Further, Inventure Insurance Broking Private Limited provides the different types of Insurance Policy which inter allia includes Term Life Insurance, Whole Life Insurance, Universal Life Insurance, Children's Life Insurance, Senior Life Insurance, Mortgage Protect Life Insurance, Personal Insurance such as Accident & Health Insurance, Liability Insurance etc.

**INVENTURE MERCHANT BANKER SERVICES PVT LTD.**

Inventure Merchant Banker Service Private Limited incorporates under Companies Act, 1956 on 29<sup>th</sup> August 2011. IMBSPL incorporate to engage in and carry on the business of Investment Banking and Merchant Banking in all its aspect, to act as Lead Managers, Syndicate Member, Sub-syndicate Member, Investment Advisors and counselors, Financial Advisors, Underwriters, Managers to issues and offers, whether by way of public offer or otherwise of Securities. We also carry other activity such as IPO, Buy-back, Delisting, Valuation of Merger etc. In financial year 2014 we engaged with some entity in regards to IPO they are Ratna Kamal Holding Limited, Amines & Plasticizers Limited, Newever Trade Wings Limited, GCM Commodity & Derivatives Limited, VKJ Infradevelopers Private Limited, SaffornVinimay Private Limited, Shaili Paradigm Infratech private Limited, Unisher Urban Infra Limited, Anishalmpex Limited. we awarded by one of the Top performers on SME platform.

**BUSINESS STREAMS**

| Company Name                       | Service Area   | Membership / Product Offered                                      |
|------------------------------------|----------------|---|
| Inventure Growth & Securities Ltd. | Equity Broking | NSE (Cash & Derivatives Segments)<br>BSE (Cash Segment)<br>MCX-SX |
|                                    | Research       | Fundamental<br>Technical  |
|                                    | Depository     | CDSL  |

|   |                                |  |
|---|--------------------------------|--|
|   |                                | CIRL   |
|   | IPO Distribution               | Distribution of IPO                                      |
|   | Currency Futures               | NSE<br>MCX-SX  |
|   | Wholesale Debt Market          | NSE<br>BSE   |
| Inventure Commodities Limited               | Commodity Trading              | MCX<br>NCDEX<br>NSEL                                     |
| Inventure Insurance Broking Private Limited | Insurance Advisory Services    | Life Insurance<br>General Insurance                      |
| Inventure Finance Private Limited           | Non Banking Financial Services | RBI<br>IPO Funding<br>Loan Against Shares                |
| Inventure Wealth Management Limited         | Wealth Management              | Investment Advisory Services<br>Mutual Fund Distribution |
| Inventure Merchant Banker Service Limited   | Merchant Banking Services      | Investment Banking Services<br>Merchant Banking Services |

**FINANCIAL PERFORMANCE**
**Review of Assets & Liabilities**

| Particulars                     | Year Ended<br>31-Mar-15 |                      | Year Ended<br>31-Mar-14 |                      |
|---------------------------------|-------------------------|----------------------|-------------------------|----------------------|
|                                 | (Rs. In Lacs)           | % of Total<br>Income | (Rs. In Lacs)           | % of Total<br>Income |
| <b>Income</b>                   |                         |                      |                         |                      |
| Income from Operations          | 1257.69                 | 62.80                | 991.25                  | 69.28                |
| Other Income                    | 745.09                  | 37.20                | 439.61                  | 30.72                |
| <b>Total Income</b>             | <b>2002.78</b>          | -                    | <b>1430.86</b>          | -                    |
| <b>Expenditure</b>              |                         |                      |                         |                      |
| Personnel Expenditure           | 477.53                  | 26.02                | 396.90                  | 27.74                |
| Operating Expenditure           | 1029.61                 | 56.10                | 743.32                  | 51.95                |
| Interest & Financial Charges    | 208.94                  | 11.38                | 204.22                  | 14.27                |
| Depreciation/ Amortization      | 119.20                  | 6.50                 | 85.48                   | 5.97                 |
| <b>Total Expenditure</b>        | <b>1835.28</b>          | -                    | <b>1429.93</b>          | -                    |
| <b>Profit Before Tax (PBT)</b>  | <b>167.5</b>            | -                    | <b>0.93</b>             | -                    |
| Current Tax                     | 82.00                   | -                    | 31.00                   | -                    |
| Deferred Tax Liability/ (Asset) | 44.43                   | -                    | 2.98                    | -                    |
| <b>Profit after Tax (PAT)</b>   | <b>284.03</b>           | -                    | <b>(33.05)</b>          | -                    |

**INCOME**

The above table shows the result from operation of Inventure Growth & Securities Ltd. due to the challenging market condition, the standalone revenue of the company were Rs. 1257.69 Lacs for the year under review i.e. a growth of 69.28%. The income from Operation consisting of Brokerage from secondary, primary market, income from depository operation & others

**EXPENDITURE**

Total Expenditure of Inventure Growth & Securities Limited is increased from Rs. 1429.93 Lacs to Rs. 1835.28 Lacs. This includes Personnel Expenditure, Operating Expenditure, Interest & Financial Charges & Depreciation / Amortization

Following table ensures the details of IGSL's Income from Operational Activities:

| Income from Operational Activities              | Year Ended 31-Mar-15 |                   | Year Ended 31-Mar-14 |                   |
|---|----------------------|-------------------|----------------------|-------------------|
|   | (Rs. In Lacs)        | % of Total Income | (Rs. In Lacs)        | % of Total Income |
| Brokerage and Commission Income                 | 1178.30              | 58.84             | 717.60               | 50.15             |
| Profit from Arbitrage                           | (0.22)               | (0.02)            | 205.55               | 14.37             |
| Depository Income                               | 79.61                | 3.98              | 68.10                | 4.76              |
| <b>Total Income from Operational Activities</b> | <b>1257.69</b>       | <b>62.80</b>      | <b>991.25</b>        | <b>69.28</b>      |

**BROKERAGE AND COMMISSION INCOME**

Your company is being the Member Broker of various Stock Exchange. Your company is mainly engage in the broking business. The main source of revenue is brokerage & commission in relation to trading in equity & derivatives trade on the stock exchange. The income from such source is amounted to Rs.1178.30 Lacs which constitutes 58.84% of the total income for the financial year 2015.

The income of brokerage & commission constitute the income from retail client, institutional clients, HNI etc. such income is driven principally by the number of active client, market volume and underlying share price movement. The increase in percentage of the brokerage & commission is due to increase in number of clients. However the volatile and adverse stock market conditions have resulted in lower brokerage and commission income for the financial year.

**DEPOSITORY INCOME**

Your company is registered Depository Participant with CDSL & offers a depository service to its retail broking client as a value-added service. Income in such activity comprises of Fees, transaction based charges, client registration charges etc. The constitution of such income is amounted to Rs. 79.61 Lacs which is 3.98% of total income.

**OTHER INCOME**

The following chart ensures the details of Other Income for the financial year 2015.

Primarily the other income consisting of Loss on Sale of Investment, Dividend Income, Profit on sale of Office Premises, Interest Income, Other Miscellaneous Income & Total Other Income. Interest income derived principally from interest earned on bank deposit made for Overdraft facility from various bank and to support bank guarantees facilities required in connection with IGSL's activity on the stock exchange.

Company makes short-term investment as a part of its working capital management. Further, your company has also an investment in securities. Other income includes the income by way of dividend, profit on sale of office

**FIXED ASSETS**

Gross Block, Which is mainly comprising of office premises, equipment and related assets. The following illustrates IGSL's fixed assets as at 31<sup>st</sup> March 2015 & 31<sup>st</sup> March 2014

| Particulars       | (Rs. In Lacs)                     |                                   |
|-------------------|-----------------------------------|-----------------------------------|
|                   | As at 31 <sup>st</sup> March 2015 | As at 31 <sup>st</sup> March 2014 |
| Tangible Assets   | 957.45                            | 1057.13                           |
| Intangible Assets | 6.68                              | 13.70                             |
| <b>Net Block</b>  | <b>964.13</b>                     | <b>1070.83</b>                    |

The above table indicates the detail of Fixed Assets which is consisting of Tangible Assets is amounted to Rs. 957.45 Lacs & Intangible Assets is amounted to Rs. 6.68 Lacs in the previous financial year.



**INVESTMENTS**

Investments are classified as non-current based on management's intention at the time of purchase.

(Rs. In Lacs)

| Particular             | As at 31 <sup>st</sup> March 2015 | As at 31 <sup>st</sup> March 2014 |
|------------------------|-----------------------------------|-----------------------------------|
| Non-current Investment | 6809.62                           | 6936.50                           |
| <b>Total</b>           | <b>6809.62</b>                    | <b>6936.50</b>                    |

**LONG TERM LOANS & ADVANCES**

The following table sets out details of IGSL's Long-Term Loans & Advances as at 31<sup>st</sup> March 2015 & 31<sup>st</sup> March 2014

(Rs. In Lacs)

| Particular                              | As at 31 <sup>st</sup> March 2015 | As at 31 <sup>st</sup> March 2014 |
|---|-----------------------------------|-----------------------------------|
| Deposit with Stock Exchange/Depository  | 269.24                            | 269.24                            |
| Deposit with Others                     | 23.63                             | 20.96                             |
| Advances recoverable in cash or in kind | 1180.00                           | 1680.00                           |
| Advance Income Tax (Net of Provision)   | 290.81                            | 263.71                            |
| <b>Total Debtors</b>                    | <b>1772.68</b>                    | <b>2233.91</b>                    |

Long Term Loans & Advances consisting of Deposit with Stock Exchange / Depository is amounted to Rs. 269.24 Lac, Deposit with Others is amounted Rs. 23.63 Lacs, Advances recoverable in cash or in kind is amounted to Rs. 1180 Lacs & Advance Income Tax (Net of Provision) is amounted to Rs. 290.81 Lacs.

**OTHER NONCURRENT ASSETS**

Other Non-Current Assets comprise of Fixed Deposit with banks with more than twelve months maturity. As at 31<sup>st</sup> March 2015, IGSL's other Non-Currents Assets were Rs. 1762.5 Lacs. The fixed deposit is the deposit placed with banks in connection with guarantees issued to the exchanges and overdraft facilities granted by these banks.

**CURRENT ASSETS**

Current Assets typically on a day-to-day basis, depending, inter alia, on our trading volumes.

Current Assets mainly comprise of:

Sundry Debtors which are related to amount receivable from the clients on whose behalf we undertake the trade as well as amounts receivable from the exchange.

Stock-in-trade, which represent shares held by IGSL in connection with its arbitrage business.

Cash, Bank and Fixed Deposit balances.

Short-term loans and advances, deposits and loans given to subsidiary.

As at the 31<sup>st</sup> March 2015, Cash & Bank Balances of Inventure Growth & Securities Limited Rs. 3657.61 Lacs which includes balance with banks in current accounts Rs. 223.27 Lacs & Cash on hand Rs. 0.11 Lacs, Term deposit with more than three months maturity but due within one year from the reporting date Rs. 3657.61 lacs.

The following table sets out the details of Trade Receivable as at 31<sup>st</sup> March 2015 and 31<sup>st</sup> March 2014.

(Rs. In Lacs)

| Trade Receivables  |                |                |
|--|----------------|----------------|
|  | Year Ended     | Year Ended     |
| Particulars  | 31-Mar-15      | 31-Mar-14      |
| Trade receivables outstanding for a period exceeding six months from the date they were due for payment: Considered Good | 2953.83        | 3826.71        |
| Other Trade receivables  | 1283.07        | 1231.50        |
| <b>Total</b>   | <b>4236.90</b> | <b>5058.21</b> |

In the said table, trade receivable outstanding for a period exceeding six months from the date they were due for payment has been decreased to Rs. 2953.83 Lacs as compared from previous year which was amounted to Rs. 3826.71 Lacs. Whereas, other trade receivable is amounted to Rs 1283.07 Lacs

The following Table sets out details of Short-Term Loans & Advances as at 31<sup>st</sup> March 2015 and 31<sup>st</sup> March 2014.

(Rs. In Lacs)

| Particular                         | As at 31 <sup>st</sup> March 2015 | As at 31 <sup>st</sup> March 2014 |
|------------------------------------|-----------------------------------|-----------------------------------|
| Advances to Subsidiary             | -                                 | 1754.52                           |
| Deposit with Stock Exchanges       | 56.00                             | 237.90                            |
| Prepaid Expenses                   | 22.29                             | 24.78                             |
| Advances recoverable in cash or in | 4.72                              | 4.25                              |
| <b>Total</b>                       | <b>83.02</b>                      | <b>2021.46</b>                    |

The above table indicates, Short-Term Loans & Advance which consisting of Advances to Subsidiary is amounted to Rs. 1754.52 Lacs, Deposit with Stock Exchanges is amounted to Rs. 56.00 Lacs, Prepaid Expenses is amounted to Rs. 22.29 Lacs & Advances recoverable in cash or in kind is amounted to Rs. 4.72 Lacs.

#### NON-CURRENT LIABILITIES & CURRENT LIABILITIES

Non-Current Liabilities & Current Liabilities principally consist of margin monies deposited by the clients with IGSL to facilitates on their behalf and amounts payable to the clients on whose behalf IGSL undertakes trades as well as amounts payable to the exchanges. Provision includes provision for Defined Benefit (Gratuity) to employees

The following table sets out the details of Non-Current Liabilities and Current Liabilities as at 31<sup>st</sup> March 2015 and 31<sup>st</sup> March 2014.

(Rs. In Lacs)

| Particulars                       | Year Ended     | Year Ended     |
|-----------------------------------|----------------|----------------|
|                                   | 31-Mar-15      | 31-Mar-14      |
| <b>A) Non-Current Liabilities</b> |                |                |
| Long-Term Borrowings              | -              | 538.42         |
| Deferred Tax Liabilities (Net)    | 165.79         | 121.36         |
| Long Term Provisions              | 48.10          | 17.55          |
| <b>Total (A)</b>                  | <b>213.89</b>  | <b>677.33</b>  |
| <b>B) Current Liabilities</b>     |                |                |
| Short-Term Borrowings             | 1462.04        | 1020.49        |
| Trade Payables                    | 1243.38        | 1392.85        |
| Other Current Liabilities         | 1283.76        | 1380.84        |
| Short-Term Provisions             | 16.44          | 13.18          |
| <b>Total (B)</b>                  | <b>4005.62</b> | <b>3807.36</b> |
| <b>Total (A+B)</b>                | <b>4219.51</b> | <b>4484.69</b> |

As per the latest audited balance sheet, your company has reduced his non current liabilities & current liabilities, which comprising of Long term liabilities, Deferred Tax Liabilities (Net), Long Term Provisions, Short-Term Borrowings, trade Payables, Other Current Liabilities & Short-Term Provision.

#### NON-CURRENT LIABILITIES

The Non-Current Liabilities includes the following:

##### LONG TERM BORROWING

The Inventure Growth & Securities Ltd.'s long term borrowings include loan from Banks/ Financial Institution which is secured against premises and repayable after one year

##### DEFERRED TAX LIABILITIES

The Inventure Growth & Securities Ltd.'s deferred tax liabilities is towards provision for gratuity and other employee benefits, difference between book balance and tax balance of fixed assets is amounted to Rs. 165.79 Lacs previous financial year.

##### LONG TERM PROVISION

Long term provision of Inventure Growth & Securities Ltd.'s is provision for gratuity (Non -funded), premium payable on redemption of bond, provision for contingencies, provision for estimated loss, provision for losses on onerous contract, provision for warranty, other provision etc. is amounted to Rs. 48.10 Lacs.

#### CURRENT LIABILITIES

Current liabilities of Inventure Growth & Securities Ltd.'s include the following:

##### SHORT-TERM BORROWINGS

Your company has taken short-term borrowing are as secured and unsecured repayable on demand from banks/other parties, loans and advances from related to parties , overdraft etc.

##### TRADE PAYABLE

As per the latest audited Balance Sheet, trade payable of your company is amounted to Rs. 1243.38 Lacs, which has been reduced by Rs. 149.47 Lacs as compared to previous financial year.

##### OTHER CURRENT LIABILITIES

Other Current Liabilities of the Inventure Growth & Securities Ltd.'s includes current maturity of long term debt from banks/financial institution, advances from clients, Securities Deposit/Margin Money from clients, statutory dues, other payables etc. is amounted to Rs. 1283.76 which is reduced by Rs.97.08 Lacs.

##### SHORT-TERM PROVISION

Short-Term Provision of IGSL's includes gratuity (Non funded), proposed dividend, distribution of tax on dividend etc. is amounted to Rs. 16.44 Lacs.

#### CONTINGENT LIABILITIES

As at 31<sup>st</sup> March 2015, IGSL has contingent obligation not provided for on account of the following account  
(Rs. In Lacs)

| Contingent Liabilities   | Year Ended 31-Mar-15 |
|--|----------------------|
| Guarantees given by banks in respect of capital adequacy, daily margin | 2008.00              |
| Demand in respect of taxation under appeal                             | 58.56                |
| <b>Total</b>   | <b>2066.56</b>       |

The above table shows the details of contingent liabilities which includes the Guarantees given by banks in respect of capital adequacy, daily margin and other contractual commitments for which IGSL has given counter guarantees and Demand in respect of taxation under appeal. The level of guarantee fluctuates on a regular basis in connection with IGSL's trading & broking activity and the related requirements in respect thereof.

**CAUTIONARY STATEMENT**

Statements in the Management Discussion & Analysis, describing the Company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the Company's operations are significant changes in political and economic environment in India, tax laws, exchange rate fluctuation and related factors.

Dear Members,

Your Directors are pleased to present the 20<sup>th</sup> Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31<sup>st</sup> March, 2015.

### FINANCIAL HIGHLIGHTS

#### I. Consolidate Financial Information :

(Rs. In Lacs)

| Particulars   | For the year ended |                |
|---|--------------------|----------------|
|   | March 31, 2015     | March 31, 2014 |
| Gross Income  | 3447.98            | 2077.21        |
| <b>Profit Before Depreciation, Interest &amp; Tax</b> | <b>1873.52</b>     | <b>404.19</b>  |
| Less: Depreciation                                    | 130.63             | 96.52          |
| Interest  | 473.72             | 302.23         |
| <b>Profit Before Tax</b>                              | <b>1269.18</b>     | <b>5.44</b>    |
| Current Tax   | 245.43             | 91.31          |
| Deferred Tax  | 1.10               | -64.14         |
| <b>Net Profit/(Loss)(after Minority Interest)</b>     | <b>1022.15</b>     | <b>(21.73)</b> |
| Add: Profit brought forward from earlier years        | 1744.72            | 1766.45        |
| Adjustment arising on consolidation                   | 0                  | 0.05           |
| <b>Profit available for appropriation</b>             | <b>2766.88</b>     | <b>1744.72</b> |
| <b>Appropriations</b>                                 |                    |                |
| Proposed Dividend                                     | -                  | -              |
| Interim Dividend                                      | -                  | -              |
| Dividend Tax  | -                  | -              |
| General Reserve                                       | -                  | -              |
| Statutory Reserve                                     | 145.00             | 0              |
| Balance carried to Balance sheet                      | <b>2621.88</b>     | <b>1744.72</b> |
| Basic and Diluted Earnings Per Share                  | 1.22               | (0.03)         |

#### II Standalone Financial Information:

(Rs. In Lacs)

| Particulars   | For the year ended |                |
|---|--------------------|----------------|
|   | March 31, 2015     | March 31, 2014 |
| Gross Income  | 2002.78            | 1430.86        |
| <b>Profit Before Depreciation, Interest &amp; Tax</b> | <b>738.60</b>      | <b>290.63</b>  |
| Less: Depreciation                                    | 119.20             | 85.48          |
| Interest  | 208.94             | 204.22         |
| <b>Profit Before Tax</b>                              | <b>410.46</b>      | <b>0.93</b>    |
| Current Tax   | 82.00              | 31.00          |
| Deferred Tax  | 44.43              | 2.97           |
| <b>Net Profit/(Loss)</b>                              | <b>284.03</b>      | <b>(33.04)</b> |
| Add: Profit brought forward from earlier years        | 451.53             | 484.58         |
| <b>Profit available for appropriation</b>             | <b>735.56</b>      | <b>451.53</b>  |
| <b>Appropriations</b>                                 |                    |                |
| Proposed Dividend                                     | -                  | -              |
| Interim Dividend                                      | -                  | -              |
| Dividend Tax  | -                  | -              |
| General Reserve                                       | -                  | -              |
| Balance carried to Balance sheet                      | <b>735.56</b>      | <b>451.53</b>  |
| Basic and Diluted Earnings Per Share                  | 0.34               | (0.04)         |

**1. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR**

During the previous year our Revenue has increased up to Rs. 1081.53. Profit before tax also increased up to Rs. 1269.18 for the financial year.

**2. CHANGE IN THE NATURE OF BUSINESS, IF ANY**

During the previous year the company has not made any changes in its nature of business.

**3. DIVIDEND**

The strength of the Company lies in identification, execution and successful implementation of business projects. To strengthen the long term prospectus and sustainable growth in assets and revenue, it is important for the company to evaluate various opportunities in the different business vertical in which Company operates.

The Board of Directors considers this to be in the strategic interest of the company and believe that this will greatly enhance the long term shareholder value. The Company expects better results for the coming year. In order to fund this development and implementation projects, conservation of fund is of vital importance. Therefore, your Directors have not recommended any dividend for the financial year 2014 - 2015.

**4. TRANSFER TO RESERVES**

For the financial year ended 31<sup>st</sup> March, 2015, your Company proposes to transfer amount to General Reserve.

**5. CONSOLIDATED FINANCIAL STATEMENTS**

Pursuant to Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statements which shall be laid before the ensuing 20<sup>th</sup> Annual General Meeting of the Company along with the Company's financial statement under-sub section (2) of Section 129 i.e. Standalone Financial Statement of the Company.

In accordance with the Companies Act, 2013 and the provisions of Accounting Standard ('AS') 21, the Consolidated financial statements of the Company form part of this Annual Report

**6. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS**

Your Directors wish to present the details of Business operations done during the year under review:

**a. Profitability**

During the year the Company has made profit of Rs. 284 Lacs as compared to previous year loss of Rs. 33 Lacs.

**b. Future Prospects including constraints affecting due to Government policies**

We expect the capital markets to turn favorable and based on the various factors like macro economy condition, the Company is hopeful of significantly improved financial performance in the coming year and hope to provide booming results.

**7. NUMBER OF BOARD MEETINGS:**

The board met 5 times on the following dates during the financial year 2014-2015.

| Number of BM    | Dates      |
|-----------------|------------|
| 1 <sup>st</sup> | 27.05.2014 |
| 2 <sup>nd</sup> | 14.08.2014 |
| 3 <sup>rd</sup> | 12.11.2014 |
| 4 <sup>th</sup> | 10.02.2015 |
| 5 <sup>th</sup> | 23.03.2015 |

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The detail information on the meetings of the Board are included in the report on Corporate Governance which forms part of the Annual Report.

#### **8. LOANS, GUARANTEE AND INVESTMENTS UNDER SECTION 186**

The particulars of loans, guarantees and investments have been disclosed in the financial statements in note no. 13 & 14 which forms part of the Annual Report.

#### **9. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year following Directors appointed and resigned in the Company.

##### **Appointments**

Mr. Kanji B. Rita who was appointed as a Whole Time Director and Mrs. Shilpa V. Solanki who was appointed as an Independent Director by the Board of Directors on the recommendation of **Nomination and Remuneration Committee** on 12<sup>th</sup> November 2014 and 23<sup>rd</sup> March 2015 respectively, holds the said office till the date of the ensuing Annual General Meeting. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act, 2013, from a member proposing her candidature for reappointment.

##### **Re-appointments**

As per the provisions of Section 152(6) the Companies Act, 2013 Mr. Kamlesh S. Limbachiya, Whole Time Director retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

##### **Resignations**

During the Year None of The Directors have resigned from the Directorship of the Company. However, he term of appointment Mr. Nagji K. Rita got expired as on 31.03.2015 and he has been redesignated as Chairman & Director.

##### **Appointment of the Key Managerial Personnel**

During the period under review the Company has appointed the following personnel as Key Managerial Personnel of the Company:

| Sr. No. | Name of the Person        | Designation         |
|---------|---------------------------|---------------------|
| 1       | Mr. Kamlesh S. Limbachiya | Whole Time Director |
| 2       | Mr. Arvind Gala           | CFO                 |
| 3       | Mrs. Bhavi R. Gandhi      | Company Secretary   |

#### **10. BOARD EVALUATION**

Pursuant to the provisions of the Act, and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such level of engagement and contribution and independence of judgement thereby safeguarding the interests of the Company. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholder Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

#### **11. FAMILIARIZATION PROGRAMME**

The Company have conducted various session during the financial year to familiarize Independent Directors with the Company, their roles, responsibilities in the Company, and the technology and the risk management system of the Company. Further, the Directors are encouraged to attend to the training programmes being organized by various regulators/bodies/Institution on above matters.

#### **12. DECLARATION OF INDEPENDENT DIRECTORS**

The company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**13. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee consists of the following members

| Sr. No. | Name of the Member | Designation |
|---------|--------------------|-------------|
| 1       | Deepak Vaishnav    | Chairman    |
| 2       | Ajay Khera         | Member      |
| 3       | Bharat P. Shah     | Member      |
| 4       | Nagji K. Rita      | Member      |
| 5       | Kamlesh Limbachiya | Member      |

The above composition of the Audit Committee consists of independent Directors viz., Deepak Vaishnav, Ajay Khera & Bharat P. Shah who form the majority. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and is also displayed on the website of the Company.

**14. LISTING OF SECURITIES**

The Equity Shares of the Company are presently listed on BSE Limited. The Annual Listing Fee for the year 2015-16 has been duly paid to the stock exchange

**15. INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

**16. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2015 and the date of the Director's report i.e. 13<sup>th</sup> August, 2015

**17. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

Pursuant to section 2(85), we have following subsidiary companies:

1. Inventure Finance Private Limited.
2. Inventure Merchant Banker Services Private Limited
3. Inventure Commodities Limited
4. Inventure Wealth Management Limited
5. Inventure Insurance Banking Services Private Limited

The report on the performance and financial position of each of the subsidiary, associate and joint venture and salient features of the financial statements in the prescribed form AOC -1 is furnished in **Annexure A** and is attached to this report.

**18. PARTICULARS OF CONTRACT AND ARRANGEMENT UNDER SECTION 188**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required. Further, there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.



**INVENTURE GROWTH & SECURITIES LIMITED**

The policy on the materiality of the Related Party Transactions and also on dealing with the Related Party Transactions as approved by the Audit Committee and Board of Directors is available on the weblink [www.inventuregrowth.com](http://www.inventuregrowth.com)

**19. AUDITORS**

**Statutory Auditors**

The term of office of M/s PHD & Associates, Chartered Accountants having firm Registration No.11236W as Statutory Auditors of the Company will expire with the conclusion of ensuing Annual General Meeting of the Company. The Board of directors of the company have, subject to the approval of members, decided to appoint Statutory Auditors M/s PHD & ASSOCIATES, Chartered Accountants, having firm registration No. 11236W pursuant to Section 139 of the Companies Act, 2013. M/s PHD & ASSOCIATES are proposed to be appointed as Statutory Auditors for a period of Five years from the conclusion of Twentieth AGM till the conclusion of Twenty fifth AGM subject to ratification by members in every AGM.

**Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **D. M. Zaveri & Co**, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure B**.

**Internal Auditors**

The Company continues to engage **SHAH & RAMAIYA CHARTERED ACCOUNTANTS** as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

**20. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There was no qualifications, reservations or adverse remarks made either by the Auditors in their respective reports for the Financial Year ended 31<sup>st</sup> March, 2015.

However the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2015 has an observation regarding amount to be spent as required under Section 135(5) of the Act for CSR Activities and explanation regarding the same is given in the heading 'Corporate Social Responsibility'.

**21. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 of the Act, the Directors state that

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure, if any;
- b. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March 2015 and of the profit and loss of the company for the year ended March 31, 2015.
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding assets of the company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis
- e. Proper internal financial controls were followed by the company and such internal financial controls are adequate and were operating effectively;
- f. Proper system are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**22. EXTRACT OF ANNUAL RETURN:**

Pursuant to section 134(3)(a) and Section 92(3) of Companies Act, 2013 read with relevant Rules framed thereunder, the extract of Annual Return as on 31<sup>st</sup> March, 2015 forms part of this Report as **Annexure C**.

**23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars required by the Section 134(3)(m) of the Companies Act, 2013 ("the Act") read with rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not furnished considering the nature of activities undertaken by the Company during the year under review.

**Foreign Exchange Earning and Outgo**

Your Company has no foreign exchange earnings and outgo.

**24. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, including criteria for determining Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure D** and is attached to this report

**25. VIGIL MECHANISM**

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for adequate safeguards against victimization of persons who use the Vigil Mechanism. Details of the Vigil Mechanism policy are made available on the Company's website [www.inventuregrowth.com](http://www.inventuregrowth.com)

**26. COMMITTEES OF THE BOARD**

There are currently five Committees of the Board, as indicated below:

- (1) Audit Committee
- (2) Nomination and Remuneration Committee
- (3) Stakeholders Relationship Committee
- (4) Risk Management Committee
- (5) Corporate Social Responsibility Committee

Details of all the Committees, along with their charters, composition and meetings held during the year are provided in the report on Corporate Governance forms part of the Annual Report

**27. RISK MANAGEMENT POLICY**

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigating steps. The committee will, on a quarterly basis, provide status updates to the Board of Directors of the company.

In line with the new regulatory requirements, the Company has formally framed a Risk Management Policy to identify and assess the key risk areas, monitor and report compliance and effectiveness of the policy and procedure. A Risk Management Committee under the Chairmanship of Mr. Kamlesh S. Limbachiya, has also been constituted to oversee the risk management process in the Company

**28. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Board has constituted Corporate Social Responsibility (CSR) Committee under the Chairmanship of Mr. Bharat P. Shah, Independent Director. The other members of the Committee are Mr. Nagji K. Rita and Mr. Kamlesh S. Limbachiya. The Board of Directors, based on the recommendations of the Committee, formulated a CSR Policy. The detailed CSR Policy is available on web link [www.inventuregrowth.com](http://www.inventuregrowth.com) Annual report on CSR as required under Companies (Corporate Social Responsibility Policy) Rules 2014 is furnished in **Annexure E** and forms part of this report.

The Company is finding out suitable ways and means to undertake CSR activities. The Company could not undertake CSR activities before finalizing this report as the time was too short to identify suitable projects in line of the CSR policy and Company's philosophy regarding responsibility as Corporate citizen.

The Company confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company

### **29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 annexed herewith as **Annexure F**.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended is not applicable to the Company as there was no employee drawing remuneration of Rs. 60 lac per annum or Rs. 5 lac per month during the year ended March 31, 2015.

The Company has not paid any remuneration to its Non Executive Directors, except sitting fees for attending the meetings of the Board and Committee thereof during the FY 2014-15. The details of the same is provided in the corporate governance Report forms part of the Annual Report.

### **30. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal complaints committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2014-15, no complaints were received by the Company related to sexual harassment.

### **31. DEPOSITS (UNDER CHAPTER V):**

We had not accepted any deposit from public during the year under review.

### **32. SHARES**

#### **a. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

#### **c. SHARES WITH DIFFERENTIAL VOTING RIGHTS**

The company has not issued equity shares with differential voting rights during the period under review.

#### **c. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

#### **d. BONUS SHARES**

No Bonus Shares were issued during the year under review.

#### **d. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

**e. PREFERENTIAL ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES**

No Preferential Issue of warrants convertible into Equity Shares were issued during the year under review.

**33. CORPORATE GOVERNANCE**

A separate section on Corporate Governance standards followed by the Company, as stipulated under Clause 49 of the Listing Agreement and certain disclosures as required under the Companies Act, 2013 including the Auditors' Certificate thereon.

**34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report as required under Clause 49(VIII)(D)(1) of the Listing Agreement is enclosed separately forms part of the Annual Report.

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operation in future.

**35. ACKNOWLEDGEMENTS**

The Board appreciates and places on record the contribution made by the employees during the year under review and the support received from the parent company. The Board also places on record their appreciation of the support of all stakeholders particularly shareholders, customers, suppliers, medical fraternity and business partners.

Place: Mumbai  
Date: 13.08.2015

For Inventure Growth & Securities Limited

Kanji B. Rita      Kamlesh S Limbachiya  
(Managing Director)(Whole -Time Director)

**ANNEXURE A****Form No AOC 1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

The statement containing silent features of the financial statement of subsidiaries companies is given below:

| Sr No                | 1                         | 2                             | 3                                   | 4   | 5  |
|----------------------|---------------------------|-------------------------------|-------------------------------------|---|--|
| Name of Subsidiaries | INVENTURE FINACNE PVT LTD | INVENTURE COMMODITIES LIMITED | INVENTURE WEALTH MANAGEMENT LIMITED | INVENTURE INSURANCE BROKING PRIVATE LIMITED | INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED |
| Share Capital        | 48,000,000                | 21,907,000                    | 6,500,000                           | 6,000,200                                   | 12,100,000   |
| Reserves & Surplus   | 650,964,546               | 77,420,213                    | (3,254,251)                         | (1,760,341)                                 | 50,568,667   |
| Total Assets         | 906,415,573               | 150,875,152                   | 3,260,432                           | 4,249,859                                   | 62,691,459   |
| Total Liabilities    | 906,415,573               | 150,875,152                   | 3,260,432                           | 4,249,859                                   | 62,691,459   |
| Investments          | 58,563,205                | -                             | -                                   | -   | 59,124,985   |
| Turnover             | 135,494,016               | 9,991,357                     | 271,652                             | 324,830                                     | 3,288,870  |
| Profir Before Tax    | 82,584,250                | 2,052,434                     | 58,986                              | 292,469                                     | 883,432  |
| Provision for Tax    | 10,393,435                | 1,343,184                     | (25,507)                            | (2,411)                                     | 350372   |
| Profit After Tax     | 72,190,815                | 709,250                       | 84,493                              | 294,880                                     | 533,060  |
| Proposed Dividend    | -                         | -                             | -                                   | -   | -  |
| % of Shareholding    | 100%                      | 99.97%                        | 100%                                | 100%  | 100%   |

**ANNEXURE B**

**Secretarial Audit Report**

**Form No. MR-3**

For the Financial year ended 31<sup>st</sup> March, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Inventure Growth and Securities Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Inventure Growth and Securities Limited** (hereinafter called '**the Company**'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Inventure Growth and securities Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations and clarifications made by the Company, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on 31<sup>st</sup> March, 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter read with our letter of even date annexed as Annexure A which form an integral part of this report:

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup>, March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not relevant / applicable, since there is no delisting of equity shares during the year)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not relevant / applicable, since there is no delisting of equity shares during the year)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not relevant / applicable, since there is no delisting of equity shares during the year)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.(Not relevant / applicable, since there is no buyback of equity shares during the year)
- (vi) Other laws including SEBI (Stock Brokers and Sub-brokers) Regulations, 1992 applicable to the Company as per the representation given by the Company.

I have also examined compliance with the applicable clauses to the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India are not in force during the audit period;
- (ii) The Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited and Multi Commodity Exchange of India Limited;

During the year under review and as per the representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations.

*The Company has complied with the provisions of Section 135 of the Act pertaining to Corporate Social Responsibility except Section 135(5). The Company has informed that the amount to be spent as required under Section 135(5) of the Act for CSR Activities during the year under reports intended to be spent in a phased manner in future upon identification of suitable projects within the Company's CSR Policy.*

**I further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive, Non – Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all the directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining

further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out with requisite majority.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period no events have occurred during the year which have a major bearing on Company's affairs. However the following events have occurred during the year under review:-

1. The Company has passed Special resolution for alteration of other object under Clause III B of the Memorandum of Association in its 19<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2014.
2. The Company has passed Special resolution for adoption of new Articles of Association in its 19<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2014.

**For D. M. Zaveri & Co**  
**Company Secretaries**

**Dharmesh Zaveri**  
**(Proprietor)**

**FCS. No.: 5418**  
**CP No.: 4363**

**Place: Mumbai**  
**Date: 13<sup>th</sup> August, 2015**



**Annexure A**

To,  
The Members,  
Inventure Growth and Securities Limited

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For D. M. Zaveri & Co**  
**Company Secretaries**

**Dharmesh Zaveri**  
**(Proprietor)**

**FCS. No.: 5418**  
**CP No.: 4363**

**Place: Mumbai**  
**Date: 13<sup>th</sup> August, 2015**

**ANNEXURE - C****Extract of Annual Return****Form No MGT 9****I. REGISTRATION AND OTHER DETAILS:**

| Sr. No. | Particular  | Remark  |
|---------|---|---|
| 1       | CIN   | L65990MH1995PLC089838   |
| 2       | Registration Date   | 22.06.1995  |
| 3       | Name of the Company   | Inventure Growth & Securities Limited   |
| 4       | Category / Sub-Category of the Company                                    | Company limited by Shares   |
| 5       | Address of the Registered office and contact details                      | 201, Viraj Tower, Near Landmark, W.E. highway, ANdheri (East), Mumbai – 400 069.<br>Tel. No.: 022 – 3954 8500<br>Fax No.: 022 – 3954 8510 |
| 6       | Whether listed company Yes / No   | Yes   |
| 7       | Name, Address and Contact details of Registrar and Transfer Agent, if any | <b>LINKINTIME INDIA Pvt Ltd,</b><br>C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078.                    |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

| Sr. No. | Name and Description of main products / services | NIC Code of the Product / Services |
|---------|--|------------------------------------|
| 1       | Broking of Shares & other Securities             | 8030                               |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

| Sr No. | Name And Address Of The Company             | CIN/GLN               | Holding/ Subsidiary/ Associate | % Of Shares Held | Applicable Section |
|--------|---|-----------------------|--------------------------------|------------------|--------------------|
| 1      | Inventure Finance Pvt Ltd.                  | U65990MH1990PTC056454 | Subsidiary Company             | 99.99%           | 2(87)              |
| 2      | Inventure Merchant Banker Services Pvt Ltd. | U74120MH2011PTC221416 | Subsidiary Company             | 99.9%            | 2(87)              |
| 3      | Inventure Wealth Management Ltd.            | U51909MH2008PLC183472 | Subsidiary Company             | 99.98%           | 2(87)              |
| 4      | Inventure Commodities Ltd                   | U67120MH1995PLC094485 | Subsidiary Company             | 99.97%           | 2(87)              |
| 5      | Inventure Insurance Broking Pvt Ltd.        | U66000MH2008PTC177574 | Subsidiary Company             | 99.99%           | 2(87)              |

**III SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

**1. Category wise Shareholding**

| Category of Shareholders                                 | No. of Shares held at the beginning of the year 31-03-2014 |          |                 |                   | No. of Shares held at the end of the year 31-03-2015 |          |                 |                   | % change during the year |          |
|--|--|----------|-----------------|-------------------|--|----------|-----------------|-------------------|--------------------------|----------|
|  | Demat  | Physical | Total           | % of Total Shares | Demat  | Physical | Total           | % of Total Shares |                          |          |
| <b>A. Promoters</b>                                      |  |          |                 |                   |  |          |                 |                   |                          |          |
| (1) Indian   |  |          |                 |                   |  |          |                 |                   |                          |          |
| a) Individual/HUF  | 25310516   | 0        | 25310516        | 30.13             | 11500000   | 0        | 11500000        | 13.69             | -16.44                   | Decrease |
| b) Central Govt or State Govt.                           |  |          | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| c) Bodies Corporate                                      | 0  |          | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| d) Bank/FI   |  |          | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| e) Any other   | 9681960  |          | 9681960         | 11.53             | 13175439   | 0        | 13175439        | 15.69             | 4.16                     |          |
| <b>SUB TOTAL:(A) (1)</b>                                 | <b>34992476</b>  | <b>0</b> | <b>34992476</b> | <b>41.66</b>      | <b>24675439</b>                                      | <b>0</b> | <b>24675439</b> | <b>29.38</b>      | <b>-12.28</b>            | Decrease |
| (2) Foreign  |  |          |                 |                   |  |          |                 |                   |                          |          |
| a) NRI- Individuals                                      | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| b) Other Individuals                                     | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| c) Bodies Corp.  | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| d) Banks/FI  | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| e) Any other...  | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| <b>SUB TOTAL (A) (2)</b>                                 | <b>0</b>   | <b>0</b> | <b>0</b>        | <b>0.00</b>       | <b>0</b>   | <b>0</b> | <b>0</b>        | <b>0.00</b>       | <b>0.00</b>              |          |
| <b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b> | <b>34992476</b>  | <b>0</b> | <b>34992476</b> | <b>41.66</b>      | <b>24675439</b>                                      | <b>0</b> | <b>24675439</b> | <b>29.38</b>      | <b>-12.28</b>            | Decrease |
| <b>B. PUBLIC SHAREHOLDING</b>                            |  |          |                 |                   |  |          |                 |                   |                          |          |
| (1) Institutions   |  |          |                 |                   |  |          |                 |                   |                          |          |
| a) Mutual Funds  | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| b) Banks/FI  | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| c) Central Govt  | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| d) State Govt.   | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| e) Venture Capital Fund                                  | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| f) Insurance Companies                                   | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| g) FIIS  | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| h) Foreign Venture Capital Funds                         | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| i) Unit Trust of India                                   | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| <b>SUBTOTAL (B)(1):</b>                                  | <b>0</b>   | <b>0</b> | <b>0</b>        | <b>0.00</b>       | <b>0</b>   | <b>0</b> | <b>0</b>        | <b>0.00</b>       | <b>0.00</b>              |          |
| (2) Non Institutions                                     |  |          |                 |                   |  |          |                 |                   |                          |          |
| a) Bodies Corporate                                      |  |          |                 |                   |  |          |                 |                   |                          |          |
| i) Indian  | 8052612  | 0        | 8052612         | 9.59              | 4889481  | 0        | 4889481         | 5.82              | -3.77                    | Decrease |
| ii) Overseas   | 0  | 0        | 0               | 0.00              | 0  | 0        | 0               | 0.00              | 0.00                     |          |
| b) Individuals   |  |          |                 |                   |  |          |                 |                   |                          |          |

|   |                 |          |                 |               |                 |          |                 |               |              |                 |
|---|-----------------|----------|-----------------|---------------|-----------------|----------|-----------------|---------------|--------------|-----------------|
| i) Individual shareholders holding nominal share capital upto Rs.1 lakh             | 2467203         | 0        | 2467203         | 2.94          | 2400493         | 0        | 2400493         | 2.86          | -0.08        | Decrease        |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 32195561        | 0        | 32195561        | 38.33         | 45017221        | 0        | 45017221        | 53.59         | 15.26        | Increase        |
| c) Others (specify)   |                 |          |                 |               | 0               |          |                 |               |              |                 |
| Non Resident Indians (Repat)  | 185996          | 0        | 185996          | 0.22          | 204245          | 0        | 204245          | 0.24          | 0.02         | Increase        |
| Non Resident Indians (Non Repat)  | 10380           | 0        | 10380           | 0.01          | 10340           | 0        | 10340           | 0.01          | 0.00         | No Change       |
| Foreign Companies   | 0               | 0        | 0               | 0.00          | 0               | 0        | 0               | 0.00          | 0.00         |                 |
| Clearing Member   | 173283          | 0        | 173283          | 0.21          | 880292          | 0        | 880292          | 1.05          | 0.84         | Increase        |
| Relative of Directors   | 5922489         | 0        | 5922489         | 7.05          | 5922489         | 0        | 5922489         | 7.05          | 0.00         | No Change       |
| HUF   | 0               | 0        | 0               | 0.00          | 0               | 0        | 0               | 0.00          | 0.00         |                 |
| Trusts  | 0               | 0        | 0               | 0.00          | 0               | 0        | 0               | 0.00          | 0.00         |                 |
| <b>SUB TOTAL (B)(2):</b>  | <b>49007524</b> | <b>0</b> | <b>49007524</b> | <b>58.34</b>  | <b>59324561</b> | <b>0</b> | <b>59324561</b> | <b>70.62</b>  | <b>12.28</b> | <b>Increase</b> |
| <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                 | <b>49007524</b> | <b>0</b> | <b>49007524</b> | <b>58.34</b>  | <b>59324561</b> | <b>0</b> | <b>59324561</b> | <b>70.62</b>  | <b>12.28</b> | <b>Increase</b> |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                              |                 |          |                 |               |                 |          |                 |               |              |                 |
| <b>Grand Total (A+B+C)</b>  | <b>84000000</b> | <b>0</b> | <b>84000000</b> | <b>100.00</b> | <b>84000000</b> | <b>0</b> | <b>84000000</b> | <b>100.00</b> | <b>0.00</b>  |                 |

## (ii) Shareholding of Promoters

| Sr. No. | Shareholder's Name       | Shareholding at the beginning of the year |                                  |  | Shareholding at the End of the year |                                  |  | % change in Shareholding during the year |
|---------|--------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
|         |                          | No. of Shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |  |
| 1       | NAGJIKESHAVJI RITA       | 18200000                                  | 21.67                            | 0  | 11500000                            | 13.69                            | 0  | 7.98                                     |
| 2       | JAYSHREE NAGJI RITA      | 7110516                                   | 8.46                             | 0  | 0                                   | 0.00                             | 0  | 8.46                                     |
| 3       | KANJI BACHUBHAI RITA     | 2964448                                   | 3.53                             | 0  | 10664327                            | 12.70                            | 0  | -9.17                                    |
| 4       | VIRENDRA DUDHNATH SINGH  | 2757400                                   | 3.28                             | 0  | 0                                   | 0.00                             | 0  | 3.28                                     |
| 5       | KANJI BHACHU RITA HUF    | 1511112                                   | 1.80                             | 0  | 1511112                             | 1.80                             | 0  | 0  |
| 6       | NAGJI K. RITA (HUF)      | 1441000                                   | 1.72                             | 0  | 0                                   | 0.00                             | 0  | 1.72                                     |
| 7       | PRAVIN NANJI GALA        | 1000000                                   | 1.19                             | 0  | 1000000                             | 1.19                             | 0  | 0  |
| 8       | KESHAVJI MAYA RITA (HUF) | 8000                                      | 0.01                             | 0  | 0                                   | 0.00                             | 0  | 0.01                                     |

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

|                          | Shareholding at the Beginning of the Year |                                 | Cumulative Shareholding during the year |                                 |
|--------------------------|---|---------------------------------|---|---------------------------------|
|                          | No of Shares                              | % of total Share of the Company | No of Shares                            | % of total Share of the Company |
| JAYSHREE NAGJI RITA      | 7110516                                   | 8.46                            | 0                                       | 0.00                            |
| KANJI BHACHU RITA HUF    | 4475560                                   | 5.33                            | 10664327                                | 12.70                           |
| KESHAVJI MAYA RITA (HUF) | 8000                                      | 0.01                            | 1511112                                 | 1.80                            |
| NAGJI K. RITA (HUF)      | 1441000                                   | 1.72                            | 0                                       | 0.00                            |
| NAGJI KESHAVJI RITA      | 18200000                                  | 21.67                           | 11500000                                | 13.69                           |
| PRAVIN NANJI GALA        | 1000000                                   | 1.19                            | 1000000                                 | 1.19                            |
| VIRENDRA DUDHNATH SINGH  | 2757400                                   | 3.28                            | 0                                       | 0.00                            |

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Name                              | No of Shares Held at the beginning of the year |                                 | No of Shares Held during the year |                                 |
|-----------------------------------|--|---------------------------------|-----------------------------------|---------------------------------|
|                                   | No of Shares                                   | % of total Share of the Company | No of Shares                      | % of total Share of the Company |
| USHA ATUL SHAH                    | 4444440  | 5.29                            | 4444440                           | 5.29                            |
| KESHVI DEVELOPERS PRIVATE LIMITED | 4100000  | 4.88                            | 0                                 | 0.00                            |
| SHANTIBEN KANJI RITA              | 2000000  | 2.38                            | 2000000                           | 2.38                            |
| NAVIN KARSAN CHHEDA               | 1268000  | 1.51                            | 1268000                           | 1.51                            |
| KESHAVJI NOGHABHAI SHAH           | 870010   | 1.04                            | 870010                            | 1.04                            |
| VIJETA DHIRAJLAL KUBADIA          | 807000   | 0.96                            | 0                                 | 0.00                            |
| NAVINCHANDRA NOGHABHAI SHAH       | 775300   | 0.92                            | 775300                            | 0.92                            |
| DHAVAL RAMESH GALA                | 639000   | 0.76                            | 639000                            | 0.76                            |
| JAYSHREE RAMESH GALA SHAH         | 617000   | 0.73                            | 617000                            | 0.73                            |
| MAMTA HITESH TREVADIA             | 553500   | 0.66                            | 0                                 | 0.00                            |

## (v) Shareholding of Directors and Key Managerial Personnel:

| For Each of the Directors and KMP  | Shareholding at the beginning Of the year |                                  | Cumulative Shareholding During the year |                                  |
|------------------------------------|---|----------------------------------|---|----------------------------------|
|                                    | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| NAGJI KESHAVJI RITA                | 18200000                                  | 21.67                            | 11500000                                | 13.69                            |
| VIRENDRA DUDHNATH SINGH            | 2757400                                   | 3.28                             | 0                                       | 0.00                             |
| AJAY KHERA                         | 0   | 0.00                             | 0                                       | 0.00                             |
| KANJI BHACHUBHAI RITA              | 2964448                                   | 3.53                             | 0                                       | 0.00                             |
| BHARAT POPATLAL SHAH               | 0   | 0.00                             | 0                                       | 0.00                             |
| HARILAL BHACHUBHARITA              | 1282489                                   | 1.53                             | 682489                                  | 0.81                             |
| KAMLESHKUMAR SHANKARLAL LIMBACHIYA | 400000                                    | 0.48                             | 424763                                  | 0.51                             |
| DEEPAK MANIKANT VAISHNAV           | 0   | 0.00                             | 0                                       | 0.00                             |
| DILIP CHAMPSHI SHAH                | 0   | 0.00                             | 0                                       | 0.00                             |
| SHILPA VISHAL SOLANKI              | 0   | 0.00                             | 0                                       | 0.00                             |
| ARVIND JETHALAL GALA               | 0   | 0.00                             | 0                                       | 0.00                             |
| Bhavi Rahul Gandhi                 | 0   | 0.00                             | 0                                       | 0.00                             |

**V. INDEBTEDNESS**

Indebtedness of the company including interest outstanding/accrued but not due for payment

|   | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year |                                  |                 |          |                    |
| i) Principal Amount                                 |                                  |                 |          |                    |
| ii) Interest due but not paid                       |                                  |                 |          |                    |
| iii) Interest accrued but not due                   | 53,842,176                       | -               | -        | 53,842,176         |
| Total(i+ii+iii)                                     | 53,842,176                       | -               | -        | 53,842,176         |
| Change in Indebtedness during the financial year    |                                  |                 |          |                    |
| • Addition  |                                  |                 |          |                    |
| • Reduction   | 39,564,756                       | -               | -        | 39,564,756         |
| Net Change  | 39,564,756                       | -               | -        | 39,564,756         |
| Indebtedness at the end of the financial year       |                                  |                 |          |                    |
| i) Principal Amount                                 |                                  |                 |          |                    |
| ii) Interest due but not paid                       |                                  |                 |          |                    |
| iii) Interest accrued but not due                   | 14,277,420                       | -               | -        | 14,277,420         |
| Total(i+ii+iii)                                     | 14,277,420                       | -               | -        | 14,277,420         |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

| Sr. no. | Particulars of Remuneration  | Name of MD / WTD / Manager        | Total Amount |
|---------|--|-----------------------------------|--------------|
| 1       | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Kamlesh Limbachiya, Kanji B. Rita | 4050000      |
| 2       | Stock Option   | Nil                               | Nil          |
| 3       | Sweat Equity   | Nil                               | Nil          |
| 4       | Commission -as % of profit<br>-others, specify...  | Nil                               | Nil          |
| 5       | Others, please specify   | Nil                               | Nil          |
|         | Total(A)   |                                   | 4050000      |
|         | Ceiling as per the Act   |                                   | 6000000      |

**B. Remuneration to other Directors**

| Sr. no. | Particulars of Remuneration  | Name of Directors   | Total Amount |
|---------|--|---|--------------|
|         | 3. Independent Directors<br>• Fee for attending board/committee meetings<br>• Commission<br>• Others, please specify         | Ajay Khara, Deepak Manikant Vaishnav, Dilip Champshi Shah, Bharat Popatlal Shah | 400000       |
|         | Total(1)   |   | 400000       |
|         | 4. Other Non-Executive Directors<br>• Fee for attending board/committee meetings<br>• Commission<br>• Others, please specify |   | 0            |
|         | Total(2)   |   | 0            |
|         | Total(B)=(1+2)   |   | 400000       |
|         | Total Managerial Remuneration  |   |              |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD**

| Sr. no. | Particulars of Remuneration  | Key Managerial Personnel |                   |               |                |
|---------|--|--------------------------|-------------------|---------------|----------------|
|         |  | CEO                      | Company Secretary | CFO           | Total          |
|         | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0                        | 517322            | 900444        | 1417766        |
|         | Stock Option   | 0                        | 0                 | 0             | 0              |
|         | Sweat Equity   | 0                        | 0                 | 0             | 0              |
|         | Commission<br>- as % of profit<br>- others, specify...   | 0                        | 0                 | 0             | 0              |
|         | Others, please Specify   | 0                        | 0                 | 0             | 0              |
|         | <b>Total</b>   | <b>0</b>                 | <b>517322</b>     | <b>900444</b> | <b>1417766</b> |

**VII. PENALTIES/PUNISHMENT/ COMPOUNDING OF OFFENCES:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/ NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| Penalty                             | NA                           | NA                | NA   | NA                          | NA                                 |
| Punishment                          | NA                           | NA                | NA   | NA                          | NA                                 |
| Compounding                         | NA                           | NA                | NA   | NA                          | NA                                 |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                             |                                    |
| Penalty                             | NA                           | NA                | NA   | NA                          | NA                                 |
| Punishment                          | NA                           | NA                | NA   | NA                          | NA                                 |
| Compounding                         | NA                           | NA                | NA   | NA                          | NA                                 |



## Annexure – D

**Policy regarding Appointment of Directors and payment of remuneration to Managerial Personnel****REMUNERATION POLICY:**

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel, Non-Executive Directors and other employees, which was approved and adopted by the Board.

**I. PREAMBLE:**

This Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013, read with the applicable Rules thereto and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges, as amended from time to time. This Policy has been formulated by the Nomination and Remuneration Committee (NRC) and has been approved by the Board of Directors based on the recommendations of the NRC.

**II. OBJECTIVE:**

The objective of the Policy is to ensure that:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**III. COMPLIANCE WITH APPLICABLE LAWS:**

The procedure and limits for payment of remuneration under this policy shall be in accordance with provisions of (a) the Companies Act, 2013 read with Rules framed there under, (b) Listing Agreement with Stock Exchanges, (c) Articles of Association of the Company and (d) any other applicable law or regulations. In the absence of any of the above provisions, the procedure and limits shall be governed by the prevailing HR Policy of the Company.

**IV. REMUNERATION OF MANAGING DIRECTOR/WHOLE TIME DIRECTOR:**

The Board, on the recommendation of the Nomination and Remuneration Committee approves the remuneration payable to the Managing Director/Whole Time Director of the Company. The remuneration payable to the Managing Director/Whole Time Director shall be in accordance with the conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules framed there under. The remuneration payable to the Managing Director/Whole Time Director shall comprise of fixed pay, perquisites and a variable salary determined as a percentage of fixed salary & payable annually, linked to achievement against pre-agreed annual performance parameters. The Managing Director/Whole Time Director will not be eligible for any bonus/commission linked to profits of the Company. Notwithstanding that in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration as aforesaid to its Managing Director/Whole Time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and with the prior approval of the Central Government, wherever necessary.

**V. REMUNERATION TO NON-EXECUTIVE DIRECTORS:**

Sitting fees within the limits prescribed under the Companies Act, 2013 and rules framed there under for attending meetings of the Board and Committees thereof (ii) Commission up to limit prescribed under the act of net profit as may be decided by the Board (iii) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

**VI. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

The Board, on the recommendation of the Nomination and Remuneration Committee approves the remuneration payable to the Key Managerial Personnel and Senior Management. The structure of remuneration payable to Key Managerial personnel and Senior Management Personnel will be in accordance with the compensation framework adopted for employees generally by the Human Resource department of the Company. Such compensation framework adopted for the employees by the Human Resource department will be framed taking into account factors it deems relevant, including but not limited to market conditions, job description, business needs and practices in comparable companies and having regard to financial position of the Company as well as prevailing laws and government/other guidelines.

**VII. REMUNERATION TO OTHER EMPLOYEES**

Basic Salary, allowances, Retrial Benefits, such other perquisites and/or incentives and/or bonus and/or variable Pay based on factors as above, as may be decided by the Management from time to time as per HR Policy.

**CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:**

In accordance with the provisions of Section 178(3) of the Act read with Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose are as under:

**Criteria for determining qualifications, positive attributes and independence of a director:****I. QUALIFICATIONS:**

- (a) He / She should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
- (b) Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed there under and the Listing Agreement with Stock Exchanges.

**II. POSITIVE ATTRIBUTES:**

- (a) He / She should be a person of integrity, with high ethical standard.
- (b) He / She should be able to commit to his/her responsibilities and devote sufficient time and attention to his/her professional obligation as a director.
- (c) He / She should be having courtesy, humility and positive thinking.
- (d) He / She should be knowledgeable and diligent in updating his/her knowledge.
- (e) He / She should have skills, experience and expertise by which the Company can benefit.
- (f) In respect of Executive/Whole-time Director/ Managing Director, in addition to I (a) & (b) and II (a) to (e) above, he/she should have strong quality of leadership and team mentoring, recognition, management skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented and ability to enhance reputation of the organization.

**III. INDEPENDENCE:**

In respect of an Independent director, in addition to I (a) & (b) and II (a) to (e) above, he/she should fulfill the criteria for being appointed as an Independent Director prescribed under Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and the provisions of Clause 49 of the Listing Agreement as amended from time to time.

## ANNEXURE- E

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

|    |  |   |
|----|--|---|
| 1. | A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects and programs. | Pursuant to Section 135(1) of the Companies Act, 2013 read with companies (Corporate Social Responsibility) Rules, 2014, the Board of Director have constituted a CSR Committee. The Board also framed a CSR Policy in compliance with the provisions of Section 135 of the Companies Act, 2013. The said policy is placed on the website and is available on the following web link <a href="http://www.inventuregrowth.com">www.inventuregrowth.com</a> |
| 2. | The Composition of the CSR Committee   | 1) Bharat P. Shah, Chairman<br>2) Nagji K. Rita, Member<br>3) Kamlesh S. Limbachiya, Member   |
| 3. | Average net profit of the Company (India – Standalone) for last three financial years.   | Rs. 150.05 Lacs   |
| 4. | Prescribed CSR Expenditure spent (two percent of the amount as in item 3 above).   | -   |
| 5. | Details of CSR spent during the financial year:  |   |
|    | a) Total amount spent for the financial year;  | -   |
|    | b) Amount unspent, if any;   | -   |
|    | c) Manner in which the amount spent during the financial year:   | -   |

The Company is finding out suitable ways and means to undertake CSR activities. The Company could not undertake CSR activities before finalising this report as the time was too short to identify suitable projects in line of the CSR policy and Company's philosophy regarding responsibility as Corporate citizen.

The Company confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

For Inventure Growth & Securities Ltd.

For Inventure Growth & Securities Ltd.

(Bharat P. Shah)  
Independent Director

(Kamlesh S. Limbachiya)  
Whole Time Director

**ANNEXURE- F**

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014 15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| Sr. No. | Name of Director/KMP and Designation      | Remuneration of Director/KMP for the Financial Year 2014-15 (Rs. In Lakhs) | % increase in Remuneration in the financial year 2014-15 (Sr. no.1) | Ratio of remuneration of each Director to median remuneration of employees (Sr. no. 2) | Comparison of the Remuneration of the KMP against the performance of the Company (i.e. Profit After Tax) (Sr. 5no.3) |
|---------|---|--|---|--|--|
| 1       | Nagji K. Rita – Chairman                  | 150,000  | -   | 46.58  | 0.53   |
| 2       | Kamlesh S. Limbachiya – WTD               | 27,00,000  | -   | 838.40   | 9.51   |
| 3       | Kanji B. Rita – WTD                       | 12,00,000  | -   | 372.62   | 4.22   |
| 4       | Harilal B. Rita – Director                | -  | -   | -  | -  |
| 5       | Virendra D. Singh - Director              | -  | -   | -  | -  |
| 6       | Bharat P. Shah – Independent Director     | -  | -   | -  | -  |
| 7       | Deepak M. Vaishnav – Independent Director | -  | -   | -  | -  |
| 8       | Dilip C. Shah – Independent Director      | -  | -   | -  | -  |
| 9       | Shilpa V. Solanki – Independent Director  | -  | -   | -  | -  |
| 10      | Ajay Khera – Independent Director         | -  | -   | -  | -  |
| 11      | Mrs. Bhavi R. Gandhi                      | 599256   | -   | 315.70   | 3.58   |
| 12      | Mr. Arvind J. Gala                        | 1016694  | -   | 186.08   | 2.11   |

| Sr. No. | Requirements  | Disclosures   |                  |
|---------|---|---|------------------|
| 1       | The Percentage increase in the median remuneration of employees in the financial year   | The median remuneration of the employees in the financial year was increased by 7.5 %.The actual average increase for employees eligible for increment was around 7.5 %. The calculation of % increase in median remuneration is done based on the Company performance and employee's individual performance.   |                  |
| 2       | The Number of permanent employees on the rolls of the Company   | 123 employees as on 31 <sup>st</sup> March, 2015  |                  |
| 3       | The explanation on the relationship between average increase in remuneration and the Company Performance  | The PBT for the financial year ended 31.03.2015 increased from Rs. 93,036 to Rs. 41,045,987 and whereas average increase in remuneration of employees is 7% which is in line with the current year's performance, market dynamics and as a measure to motivate the employees for better future performance to achieve organization's growth expectations. |                  |
| 4       | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exception circumstance for increase in the managerial remuneration | There was/ was no exceptional circumstance or increase for managerial personnel in the last financial year. The percentile increase process and policy was same for them and all the other employees.   |                  |
| 5.      | Comparison of the remuneration of the Key Managerial Personnel's against the performance of the Company   | For the Financial year 2014-15, Key Managerial Personnel's were paid remuneration of approximately 12.59% of Net Profit of the Company  |                  |
| 6       | The key parameters for any variable component of remuneration availed by the directors  | The Company does not have any variable component. Only Fixed Component paid by the Company to all employees.  |                  |
| 7       | The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year   | No employee received remuneration in excess of the highest paid director.   |                  |
| 8       | Affirmation that the remuneration is as per the remuneration policy of the Company  | Yes, the remuneration is as per the remuneration policy of the Company.   |                  |
| 9       |   | <b>2014-2015</b>  | <b>2013-2014</b> |
|         | Variation in Market Capitalisation  | 11,928,000  | 38,472,000       |
|         | Variation in Price Earning Ration   | (0.04)  | 0.34             |
|         | Variation in Percentage Increase/(decrease) of market quotations of the shares of the Company in comparison to the rate at which the Company came out with last Public Offer  | 0   | 0                |
|         | Variation in Net worth of the Company   | 3304713   | 28403045         |

Place: Mumbai  
Date: 13.08.2015

For Inventure Growth & Securities Limited

Kanji B. Rita          Kamlesh S Limbachiya  
(Managing Director)(Whole -Time Director)

**CORPORATE GOVERNANCE REPORT**  
 [Pursuant to clause 49 (VII) of the Listing Agreement]

**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Inventure Growth & Securities Limited strive to follow the best corporate governance practices, develop best policies/guidelines communicate and train its entire employee in order to foster a culture of compliance and obligation at every level of the organization. The company is in compliance with the provision of Corporate Governance specified in the Listing Agreement with the Bombay Stock Exchange Ltd., National Stock Exchange of India Ltd, and Metropolitan Stock Exchange of India Ltd.

The Company is committed to meet the expectations of stakeholders as a responsible corporate citizen. The Inventure Growth & Securities Limited's code of conduct contains the fundamentals principles and rules concerning ethical business conduct.

**2. BOARD OF DIRECTORS**

As on 31<sup>st</sup> March, 2015, the Board of the Company comprised of Ten (10) Directors, out of which One (1) is Chairman, Two (2) are Whole Time Directors, Two (2) Non-Executive Directors, five(5) are Independent Directors. All the directors have vast experience not only in Securities Market but also in other varied industries. The Independent Directors have no other pecuniary interest or business relation with the Company, other than just receiving sitting fees.

Mr. Nagji K. Rita is the Chairman of the Company.

The Board of Directors of the Company has an optimum mix of Executive and Non Executive Directors and is in conformity with clause 49 of the Listing Agreement.

| Sr. No. | Category             | Full Name                        | Designation          | Date of Appointment |
|---------|----------------------|----------------------------------|----------------------|---------------------|
| 1       | Promoter             | NagjiKeshavji Rita               | Chairman             | 22-06-95            |
| 2       | Executive            | Kanji Bhachubhai Rita            | Whole-time director  | 12-11-14            |
| 3       | Executive            | KamleshkumarShankarlalLimbachiya | Whole-time director  | 12-02-14            |
| 4       | Non - Executive      | VirendraDudhnath Singh           | Director             | 22-06-95            |
| 5       | Non -Executive       | Harilal Bhachubhai Rita          | Director             | 29-02-12            |
| 6       | Independent Director | Ajay Khera                       | Independent Director | 24-12-09            |
| 7       | Independent Director | Bharat Popatlal Shah             | Independent Director | 28-05-14            |
| 8       | Independent Director | Deepak Manikant Vaishnav         | Independent Director | 24-12-09            |
| 9       | Independent Director | DilipChampshi Shah               | Independent Director | 29-02-12            |
| 10      | Independent Director | Shilpa Vishal Solanki            | Independent Director | 23-03-15            |

Attendance Records of Directors at Board Meetings, Last Annual General Meeting (AGM) and number of their Directorship / Committee Membership / Chairmanships is given below:

| Name of Director  | Category               | Number of meeting held during the year the director was on the board | No. of Board Meetings Attended during the year | Attendance at last AGM held on 25 <sup>th</sup> September 2014 | No. of Positions held in Other Companies |                       |                        |
|---|------------------------|--|--|--|--|-----------------------|------------------------|
|   |                        |  |  |  | Board *                                  | Committee membership# | Committee Chairmanship |
| Mr. Nagji K. Rita   | Chairman               | 5  | 5  | Yes  | 9  | -                     | -                      |
| Mr. Virendra D. Singh   | Non Executive Director | 5  | 4  | -  | 3  | -                     | -                      |
| Mr. Harilal B. Rita   | Non Executive Director | 5  | 5  | Yes  | 3  | -                     | -                      |
| Mr. Kamlesh S Limbachiya  | Whole Time Director    | 5  | 4  | Yes  | 1  | -                     | -                      |
| Mr. Ajay K. Khera   | Independent Director   | 5  | 4  | -  | 11                                       | -                     | -                      |
| Mr. Deepak Manikant Vaishnav  | Independent Director   | 5  | 5  | -  | 1  | -                     | -                      |
| Mr. Dilip C. Shah   | Independent Director   | 5  | 3  | -  | -  | -                     | -                      |
| Mr. Bharat P. Shah  | Independent Director   | 4  | 4  | Yes  | 1  | -                     | -                      |
| Mr. Kanji B. Rita##   | Whole Time Director    | 2  | 2  | -  | 9  | -                     | -                      |
| Mrs. Shilpa Vishal Solanki (appointed 23 <sup>rd</sup> March 2015 as a Additional Director) | Independent Director   | N.A  | N.A  | N.A  |  |                       |                        |

## Mr. Kanji B. Rita was appointed as a Additional Director by the Board on 12<sup>th</sup> November 2014 & and as a Whole time Executive Director w.e.f. 10<sup>th</sup> February 2015.

#Only Audit Committee & Stakeholder's Relationship Committee are considered for the Committee Positions.



Board Meetings held during the Financial Year 2014-15:

|            |                |                  |                           |
|------------|----------------|------------------|---------------------------|
| April-June | July-September | October-December | January-March             |
| 28.05.2014 | 14.08.2014     | 12.11.2014       | 10.02.2015,<br>23.03.2015 |

**Evaluation of the Board’s Performance:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board’s functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as per Clause 49(I) (C) (ii)) of the listing Agreement across all the public limited companies in which he is a Director. All the Directors have made the requisite disclosures regarding Committee positions held by them in other public limited companies.

**FAMILIARIZATION PROGRAMME FOR DIRECTORS:**

The Company had conducted various sessions during the financial year to familiarize Independent Directors with the Company.

The details of Programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company :[www.inventuregrowth.com](http://www.inventuregrowth.com)

**3. COMMITTEES:**

**1. AUDIT COMMITTEE**

The audit committee comprises of 5 members, wherein Mr. Deepak M. Vaishnav holds chairmanship, who has sound financial knowledge. The other members in the audit committee are Mr. Ajay Khera, Mr. Nagji K. Rita, Mr. Kamlesh Limbachiya and Mr. Bharat P. Shah. Mrs. Bhavi R. Gandhi Company Secretary of the Company was also the Secretary to the audit committee.

The audit committee has adequate powers and plays such role as required and prescribed under the provisions of Companies Act, 2013 and Clause 49 of Listing Agreement signed with the Stock Exchanges. The members of the committee met 4 times during the financial year.

The Composition, Meetings & Attendance as on 31<sup>st</sup> March, 2015 are as follows:

| Name of Directors     |          | Category Attendance |            |            |            |
|-----------------------|----------|---------------------|------------|------------|------------|
|                       |          | 28.05.2014          | 14.08.2014 | 12.11.2014 | 10.02.2015 |
| Deepak M. Vaishnav    | Chairman | Yes                 | Yes        | Yes        | Yes        |
| Ajay Khera            | Member   | Yes                 | Yes        | Yes        | Yes        |
| Nagji K. Rita         | Member   | Yes                 | Yes        | Yes        | Yes        |
| Kamlesh S. Limbachiya | Member   | No                  | No         | No         | Yes        |

|                |        |    |    |    |     |
|----------------|--------|----|----|----|-----|
| Bharat P. Shah | Member | No | No | No | Yes |
|----------------|--------|----|----|----|-----|

- (i) The terms of reference of the audit committee:
- (a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (b) Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- (c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
- (e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- (f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- (g) Review and monitor the auditor's independence and performance, and effectiveness of the audit process.
- (h) Approval or any subsequent modification of transactions of the Company with related parties.
- (i) Scrutiny of inter-corporate loans and investments.
- (j) Valuation of undertakings or assets of the company, wherever it is necessary.
- (k) Evaluation of internal financial controls and risk management systems;
- (l) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- (m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (n) Discussion with internal auditors of any significant findings and follow up there on.
- (o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- (p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- (r) To review the functioning of the Whistle Blower mechanism.
- (s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- (t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- (ii) The representatives of statutory auditors and internal auditorshaveattended all the Audit Committee meetings held during the year. The Chief Executive Officer, Chief Financial Officer, , Head of Treasury and

Operations, and Principal Officer are permanent invitees to the Meeting. The Company Secretary acts as the secretary to the audit Committee.

- (iii) The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 29, 2014.
- (iv) The audit committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the Bombay Stock Exchange Limited read with Section 177 of the Act.

In addition to the members of the Audit Committee, these meetings are attended by the heads of accounts & finance, Internal Auditors, Statutory Auditors and other executives of the Company who are considered necessary for providing inputs to the Committee as invitees.

Mrs. Bhavi R. Gandhi, Company Secretary acts as Secretary of the Committee.

## **2. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Shareholders' / Investors' Grievance Committee consists of 3 members, a Chairman, Mr. Ajay Khera and another is the member, Mr. Nagji K. Rita & Mr. Deepak M. Vaishnav Both/all the members are eminent in resolving the complaints, if any received from investors. Mrs. Bhavi R. Gandhi, Company Secretary acted as a compliance officer to the committee.

(i) In order to ensure quick redressal of the complaints of the stakeholders, the Company has, in due compliance with Clause 49 of the Listing Agreement and the provisions of the Companies Act, 2013.

(ii) The terms of reference of the Committee:

- (a) The Committee looks into redressal of shareholders' complaints such as transfer or credit of shares, Non receipt of dividend, Non-receipt of Annual Reports etc.
- (b) Oversee and review all matters connected with transfer of the Company's Securities
- (c) Approve issue of Company's duplicate share / debenture certificate
- (d) Monitor redressal of investors' / shareholders' grievances
- (e) Oversee the performance of the Company's Registrars and Share Transfer Agents
- (f) Monitors implementation and compliance with the Company's code of conduct for prohibition of insider trading
- (g) Perform such other functions as may be necessary or appropriate for the performance of its duties

(iii) Meeting, Attendance and composition:

Stakeholders Relationship Committee comprises of 3 (three) Directors, of which 2 (two) are Independent Directors, Mr. Ajay Khera, Independent Director is the Chairperson of the Committee.

The composition of Stakeholder Relationship Committee is in the Compliance with the provisions of the Companies Act, 2013 and Clause 49 of the listing agreements entered with the Bombay Stock Exchange Limited & National Stock Exchange of India Limited

There were no Stake holder meeting was held during the year

The Company has specifically designated an email id i.e for the purpose of registering complaints of investors electronically: [investorgrievance@inventuregrowth.com](mailto:investorgrievance@inventuregrowth.com)

However, the committee has delegated its power to approve transfer & transmission of shares & issue of duplicate share certificates to the Registrar & share transfer agent of the Company.

During the financial year 2014 2015, the Company has/has not received any complaints from its shareholders. Therefore, the committee members did not meet during the year.

**3. NOMINATION & REMUNERATION COMMITTEE**

The Company has Nomination & Remuneration Committee which comprises of 3 directors, Chairman Mr. Ajay Khera & Mr. Virendra D. Singh, Mr. Deepak M. Vaishnav other members. The remuneration committee met 3 times during given period.

The composition of the Committee is in the Compliance with the provisions of the Companies Act, 2013 and Clause 49 of the listing agreements entered with the Bombay Stock Exchange Limited

(ii) Meeting, Attendance and Composition

The Committee met three (3) times during the year ended March 31, 2015 and attendances of members of the Committee at the meetings are given below:

| Sr. No. | Name of the Member | Status   | No. of Meetings Held during his/her tenure and Attended* |          |
|---------|--------------------|----------|--|----------|
|         |                    |          | Held   | Attended |
| 1.      | Ajay Khera         | Chairman | 3  | 3        |
| 2.      | Virendra D. Singh  | Member   | 3  | 2        |
| 3.      | Deepak M. Vaishnav | Member   | 3  | 3        |

(iii) The terms of reference of the Committee inter-alia includes the followings :

- (a) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (b) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior employees.
- (c) Formulate the policy to ensure that:  
The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully  
Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- (d) Evaluate case by case before finalizing issue of Equity Shares to employees under ESOP, formulate and evaluate policies and procedures of ESOP, administer and supervise the ESOP scheme and other related activities.
- (e) To perform such other functions as may be necessary and appropriate for the performance of its duties

Following is the composition & category of members on the Committee:

Remuneration Policy:

The remuneration committee is fully empowered to decide, consider, review and recommend the remuneration of managerial personnel including Managing Director and Whole-time Director, Director or director relative holding place of profit in office, considering the financial position of the Company, market scenario, experience, qualification, past remuneration, performance, etc. in line with Nomination & Remuneration Policy of the company.

**1. Executive Directors**

The Company pays salary, perquisites and allowances to the Executive Directors which includes Managing Director and Whole-time Director, the details of which are provided in the table below.

**2. Non – Executive Directors**

The Company pays Rs. 10,000 as sitting fees to Non- Executive Directors for attending each Board Meeting and Committee Meeting, the details of which are provided in the table below.

**Remuneration of Directors during F.Y. 2014-15**

| Name of Directors                 | Salary  | Perquisites | Sitting Fees | Total   |
|-----------------------------------|---------|-------------|--------------|---------|
| Mr. Nagji K. Rita                 | 0       | 0           | 0            | 0       |
| Mr. Virendra D. Singh             | 0       | 0           | 25000        | 25000   |
| Mr. Harilal B. Rita               | 0       | 0           | 0            | 0       |
| Mr. Kamlesh Shankarlal Limbachiya | 2400000 | 0           | 0            | 2400000 |
| Mr. Ajay K. Khera                 | 0       | 0           | 25000        | 25000   |
| Mr. Deepak Manikant Vaishnav      | 0       | 0           | 20000        | 20000   |
| Mr. Dilip Shah                    | 0       | 0           | 0            | 0       |
| Mr. Bharat P. Shah                | 0       | 0           | 0            | 0       |
| Mr. Kanji B. Rita                 | 900000  | 0           | 0            | 900000  |
| Mrs. Shilpa Vishal Solanki        | 0       | 0           | 0            | 0       |

**4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

(i) Pursuant to provisions of Section 135 of the Companies Act, 2013, the Board had constituted a Corporate Social Responsibility Committee on **12<sup>th</sup> November 2014**

The Corporate Social Responsibility Committee comprising of three (3) members, including two Non-Executive independent Director and one Non-Executive Director as under :

| Sr. No. | Name of the Director(s)   | Category |
|---------|---------------------------|----------|
| 1       | Mr. Bharat P. Shah        | Chairman |
| 2       | Mr. Nagji K. Rita         | Member   |
| 3       | Mr. Kamlesh S. Limbachiya | Member   |

During the year no meeting was held of the CSR committee.

(ii) The terms of reference of the Committee inter-alia includes the followings :

(a) Formulate and recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules framed thereunder.

(b) Recommend the amount of expenditure to be incurred on the activities referred in Clause (a)

(c) Monitor the Corporate Social Responsibility Policy of the Company from the time to time.

(d) Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmers/activities proposed to be undertaken by the Company.

(iii) Since the CSR norms are still not applicable to the Company. Hence, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

**5. COMPANY POLICIES:**

During the year under review, the Company has adopted the following policies in line with Clause 49 of the Listing Agreement and Companies Act, 2013 (wherever applicable). The same are also displayed on the website of the Company i.e. [www.inventuregrowth.com](http://www.inventuregrowth.com)

- i. Whistle Blower Policy
- ii. Policy on Material Subsidiary
- iii. Policy on Related Party Transactions

**6. Independent Directors Meeting:**

During the year under review, the Independent Directors met on 23<sup>rd</sup> March 2015 inter alia,

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the independent Directors were present at the meeting.

**Subsidiary Companies**

The Company as on 31<sup>st</sup> March, 2015 has 5 subsidiary companies, which are enumerated below:

1. Inventure Finance Pvt Ltd.
2. Inventure Commodities Limited
3. Inventure Merchant Banker Services Pvt Ltd.
4. Inventure Wealth Management Ltd.
5. Inventure Insurance Broking Pvt Ltd.

The requirements of Clause 49 of the Listing Agreement with the Stock Exchanges with regard to Subsidiary Companies have been complied with.

The Company monitors performance of Subsidiary companies, inter alia by following means:

Financial Statements, in particular investments made by the unlisted Subsidiary Companies are reviewed by the Company's Audit Committee.

Minutes of the Board Meetings of Unlisted Subsidiary Companies are placed before the Company's Board.

A Statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board.

**6. GENERAL BODY MEETINGS**

- a. No Extra Ordinary General of shareholders was held during the period from 01<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015
- b. The last three Annual General Meetings were held as under

| Year    | Venue  | Day/Date                | Time       | No. of Special Resolutions passed |
|---------|--|-------------------------|------------|-----------------------------------|
| 2013-14 | 4th Floor, Sterling, Banquet Hall, Station Road, Goregaon West, Mumbai           | Thursday/<br>25.09.2014 | 3.00 P.M.  | 8                                 |
| 2012-13 | Koshish Hall, Behind Dena Bank, Off Daftary Road, Malad (East), Mumbai- 400 097. | Monday/<br>26.09.2013   | 10.30 A.M. | 1                                 |
| 2011-12 | Monica Arcade Hall, Subhash Lane, Opp Daftary Road, Malad (East), Mumbai- 400097 | Thursday/<br>27.09.2012 | 11.00 A.M. | 2                                 |

c. **Postal Ballot:** For the year ended March 31, 2015 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

**DISCLOSURES**

**a. Materially Significant Related Party Transactions:**

There have been no materially significant related party transactions, pecuniary transactions or relationship between the Company and its Directors for the year ended 31.03.2015 that may have a potential conflict with the interest of the Company at large.

Related Parties and transactions with them as required under Accounting Standard (AS-18) are furnished in Notes on Accounts attached with the Financial Statements for the year ended 31.03.2015.

**b. Statutory Compliance, Penalties and Strictures:**

The Company has complied with the requirements of regulatory authorities and no instances with regards to non-compliance, penalty or otherwise occurred or was imposed on the Company by Stock Exchange or SEBI or any other statutory authority.

**c. Accounting Standards:**

The Company has applied the mandatory Accounting Standards as prescribed by the ICAI, and that there is no deviation in the accounting treatments which requires any specific disclosure.

**d. Statutory Compliance, Penalties and Strictures**

The Company has complied with all the Statutory Compliances and all requirements of regulatory authorities and no instances with regards to non-compliance, penalty or otherwise occurred or was imposed on the Company by Stock Exchange or SEBI or any other statutory authority.

**e. Code of Conduct for Prevention/Prohibition of Insider Trading**

The company has adopted Code of Conduct for Prevention/Prohibition of Insider Trading on 30<sup>th</sup> May 2015 in lines with the Prohibition of Insider Trading Regulations, 2015. The same is available on company's portal [www.inventuregrowth.com](http://www.inventuregrowth.com)

**f. Listing Agreement Compliances:**

The company has complied with all the listing agreement compliances within time.

**g. Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification**

In terms of Clause 49(V) of the Listing Agreement, the Managing Director and the Chief Financial Officer & Compliance Officer (CFO & CO) have furnished the required certificates to the Board of Directors.

**h. Whistle Blower Policy:**

Whistle Blower Policy has been implemented and displayed on website, however, no personnel has been denied access to Audit Committee/ the Board of the Company during the year.

**i. Code of Conduct:**

The Code of Conduct has been adopted by our Board of Directors and Senior Management Personnel's, which is also displayed on the website of the Company. Declaration pursuant to Clause 49 I (D) (ii) of the Listing Agreement regarding Code of Conduct is given by the Managing Director of the Company.

**Means of Communication**

a. Quarterly Results: The quarterly unaudited and audited results of the Company were published in the Newspaper as under during the FY 14-15:

| Date of Meeting | Date of Publishing results in Newspapers                |  | Purpose of Meeting  |
|-----------------|---|--|---|
|                 | Name of the Newspaper<br>(Marathi) Navshakti<br>Express | Name of the Newspaper<br>(English)Free Press Journal |   |
| 28.05.2014      | 21.05.2014  | 21.05.2014   | Audited Financial Results of the Company for the Quarter & Year ended 31st March, 2014          |
| 14.08.2014      | 07.08.2014  | 07.08.2014   | Unaudited Financial Results of the Company for the Quarter ended 30th June, 2014                |
| 12.11.2014      | 05.11.2014  | 05.11.2014   | Unaudited Financial Results of the Company for the Quarter/Half Year ended 30th September, 2014 |
| 10.02.2015      | 04.02.2015  | 04.02.2015   | Unaudited Financial Results of the Company for the Quarter ended 31st December, 2014            |

The results are also available on the Company's website [www.inventuregrowth.com](http://www.inventuregrowth.com)

b. Annual results: The copy of annual report containing the annual results of the Company along with the notes, auditor's report, director's report etc., are yearly sent to the shareholders at their registered addresses and which are also available on the Company's website [www.inventuregrowth.com](http://www.inventuregrowth.com)

**General Shareholders' Information****a. Annual General Meeting**

|                             |   |  |
|-----------------------------|---|--|
| <b>Day and Date</b>         | : | Thursday, 24 <sup>th</sup> September 2015  |
| <b>Time</b>                 | : | 11.00 AM   |
| <b>Venue</b>                | : | 3 <sup>rd</sup> Floor, Sterling Banquet Hall, Topiwala Center, Off S.V. Road, Near Station Road, Goregaon (West), Mumbai – 400 062 |
| <b>Financial Year</b>       | : | 01 <sup>st</sup> April, 2014 - 31 <sup>st</sup> March, 2015  |
| <b>Date of Book Closure</b> | : | 18 <sup>th</sup> September, 2015 to 24 <sup>th</sup> September, 2015 (both days inclusive)   |

**b. Dividend Payment** : Nil

**c. Listing of Shares** : Bombay Stock Exchange Limited  
14 Floor, P J Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai– 400 001



National Stock Exchange of India Limited (NSE)  
Exchange Plaza,  
BandraKurla Complex,  
Bandra (E), Mumbai – 400051

Metropolitan Stock Exchange of India Limited  
2<sup>nd</sup> Floor, Exchange Square,  
Suren Road, Andheri (East),  
Mumbai – 400 093

d. **Scrip Id/Code** : 533506 - BSE  
Inventure - NSE  
Inventure - MSE

**Corporate Identity No** : L65990MH1995PLC089838

e. **Registrar and Share Transfer Agents:**

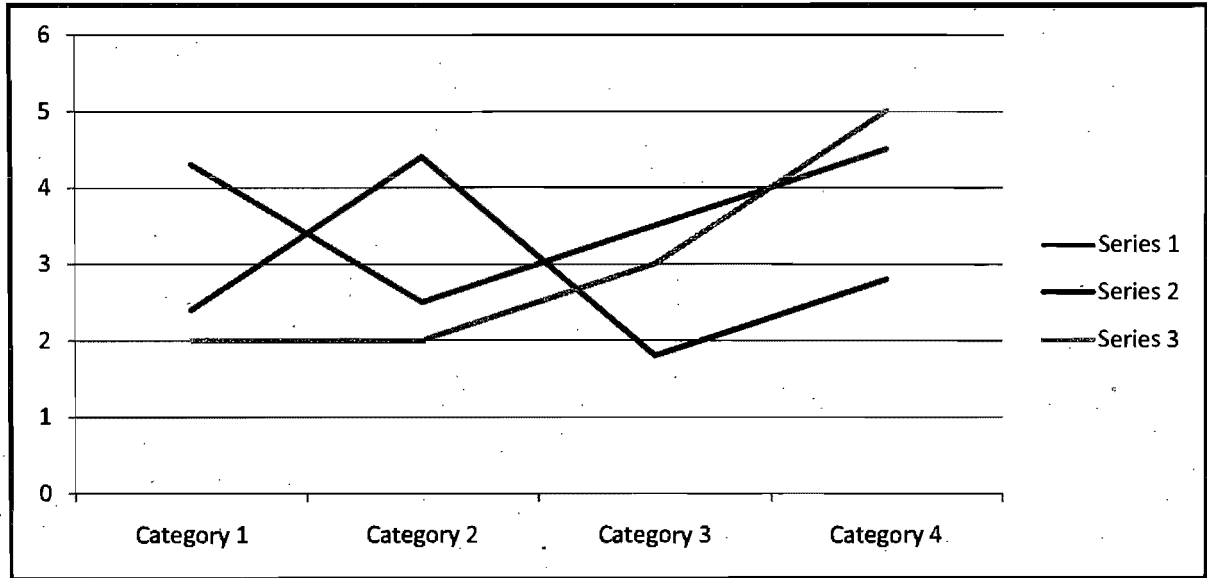
Name : Linkintime India Pvt Ltd.  
Address : C-13, Pannalal Silk Mills Compounds, L.B.S. Marg,  
Bhandup (West), Mumbai – 400 078  
Tel. No : 022- 25963838  
Fax. No : 022- 25946969

l) **Share Price Data**

Market Price Data: Stock Market price data for the financial year 2014-15. High/Low of daily closing market price of the company's shares traded at BSE, NSE & MCX SX during each month in the financial year ended 2014-15 are as under:

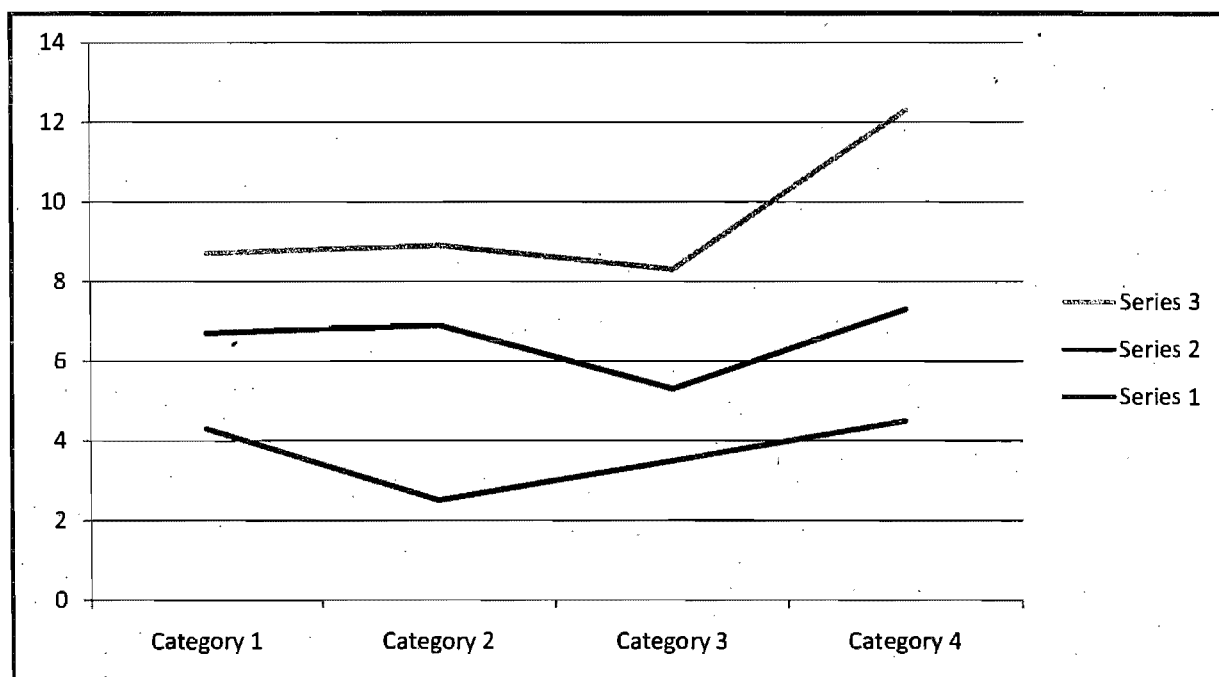
**Bombay Stock Exchange Limited (BSE)**

| Month          | High Price | Low Price | No. of Shares |
|----------------|------------|-----------|---------------|
| March,2015     | 12.5       | 10.52     | 610           |
| February,2015  | 13         | 10.5      | 3131          |
| January,2015   | 13.5       | 11        | 524796        |
| December,2014  | 14.2       | 11.5      | 272145        |
| November,2014  | 14         | 10.11     | 171295        |
| October,2014   | 12.33      | 9.5       | 8217          |
| September,2014 | 12.72      | 11        | 7690          |
| August,2014    | 16.02      | 10.51     | 269785        |
| July,2014      | 12         | 10.12     | 45202         |
| June,2014      | 13.9       | 9.5       | 28214         |
| May,2014       | 13.15      | 9.1       | 26442         |
| April,2014     | 10.16      | 8.42      | 170938        |



**National Stock Exchange Limited (NSE)**

| Month          | High  | Low   | Volume  |
|----------------|-------|-------|---------|
| April,2014     | 10.3  | 8.2   | 358328  |
| May,2014       | 12.95 | 9.05  | 203738  |
| June,2014      | 14.3  | 9.25  | 418660  |
| July,2014      | 12    | 10.1  | 40432   |
| August,2014    | 16.05 | 10.4  | 3790581 |
| September,2014 | 12.9  | 10.8  | 255026  |
| October,2014   | 12    | 9.7   | 526908  |
| November,2014  | 14.05 | 10    | 475867  |
| December,2014  | 14.5  | 11.5  | 253496  |
| January,2015   | 13.5  | 10.55 | 33607   |
| February,2015  | 13    | 10.5  | 633724  |
| March,2015     | 12.5  | 10.5  | 200306  |



**Metropolitan Stock Exchange of India Limited**

During 1.04.2014 to 31.03.2015 details of trade are not available on portal of MCX since no trade is executed during this period.

**j) Distribution of shareholding**

| No. of Equity Shares | No of Shareholders | % of Share Holder | Total No. of Shares held | % of shares held |
|----------------------|--------------------|-------------------|--------------------------|------------------|
| 1-5000               | 2845               | 89.49             | 1917234                  | 2.28             |
| 5001-10000           | 92                 | 2.89              | 694987                   | 0.83             |
| 10001-20000          | 57                 | 1.79              | 834389                   | 0.99             |
| 20001-30000          | 7                  | 0.22              | 180837                   | 0.22             |
| 30001-40000          | 12                 | 0.38              | 424543                   | 0.51             |
| 40001-50000          | 10                 | 0.31              | 468265                   | 0.56             |
| 50001-100000         | 31                 | 0.98              | 2775108                  | 3.30             |
| 100001 and above     | 125                | 3.93              | 76704637                 | 91.32            |
| <b>TOTAL</b>         | <b>3179</b>        |                   | <b>84000000</b>          | <b>100</b>       |

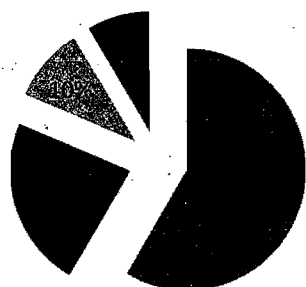
**Shareholding pattern as on 31 March, 2015**

| Category  | No of Shares       | Percentage |
|---|--------------------|------------|
| Promoters & Persons acting in concert           | 24,675,439.00      | 29.38      |
| Mutual Funds/FIs/Banks/Insurance Companies      | -                  | -          |
| FII's   | -                  | -          |
| Bodies Corporate                                | 4,889,481.00       | 5.82       |
| NRI/Foreign Nationals /Foreign Bodies Corporate | 214,585.00         | 0.26       |
| Public and others                               | 54,220,495.00      | 64.55      |
| <b>Total</b>                                    | <b>8,40,00,000</b> | <b>100</b> |

**a. Performance in comparison to Sensex and Nifty**

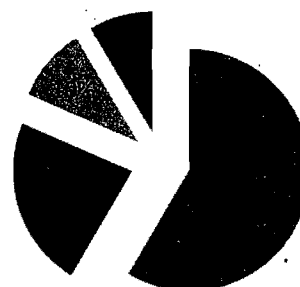
| Month    | BSE   |       |               | NSE   |       |               |
|----------|-------|-------|---------------|-------|-------|---------------|
|          | High  | Low   | Closing Price | High  | Low   | Closing Price |
| Apr, 14  | 10.16 | 8.42  | 10.01         | 10.3  | 8.2   | 9.75          |
| May, 14  | 13.15 | 9.1   | 10.02         | 12.95 | 9.05  | 9.95          |
| Jun, 14  | 13.9  | 9.5   | 11.68         | 14.3  | 9.25  | 10            |
| Jul, 14  | 12    | 10.12 | 11.32         | 12    | 10.1  | 11.65         |
| Aug, 14  | 16.02 | 10.51 | 11.42         | 16.05 | 10.4  | 11.25         |
| Sept, 14 | 12.72 | 11    | 11.6          | 12.9  | 10.8  | 11.5          |
| Oct, 14  | 12.33 | 9.5   | 10.41         | 12    | 9.7   | 11.5          |
| Nov, 14  | 14    | 10.11 | 12.2          | 14.05 | 10    | 10.45         |
| Dec, 14  | 14.2  | 11.5  | 11.55         | 14.5  | 11.5  | 11.9          |
| Jan, 15  | 13.5  | 11    | 12.5          | 13.5  | 10.55 | 11.55         |
| Feb, 15  | 13    | 10.5  | 11.15         | 13    | 10.5  | 12.4          |
| Mar, 15  | 12.5  | 10.52 | 11.16         | 12.5  | 10.5  | 11.2          |

**BSE**



- 1st Qtr
- 2nd Qtr
- 3rd Qtr
- 4th Qtr

**NSE**



- 1st Qtr
- 2nd Qtr
- 3rd Qtr
- 4th Qtr

**b. Reconciliation of Share Capital Audit Report as on 31<sup>st</sup> March, 2015**

The Company, pursuant to the provisions of the SEBI (Depositories & Participants) Regulations, 1996, at every quarter has to submit a Certificate of Reconciliation of Share Capital Audit taken from a Practicing Company Secretary to the Stock Exchanges where the shares of the Company are listed. The report certifies that the total shares held with NSDL, CDSL and those in physical, tally with the share capital issued and paid up of the Company and that the Register of Members is duly updated.

**c. Share Transfer System:**

The Company's shares held in dematerialized form are transferrable through depositories whereas those in physical form are transferred by the Registrar & Transfer Agent and placed before the Share Transfer Committee for its approval. The power to issue share certificates on rematerialisation or transfer of physical share has been delegated to Mrs. Bhavi R. Gandhi

The Investor Grievance Committee meets at a regular interval to consider and approve the transfer, transmission, issuance of duplicate / consolidated / sub-divided share certificates and requests for dematerialization / rematerialisation of Company's shares. The Company on half yearly basis submits to the Stock Exchanges a

Certificate under Clause 47 (C) of Listing Agreement giving details with regards to share transfer forms received and approved during the period.

**d. Dematerialisation of Shares:**

The shares of the Company are compulsorily traded in electronic mode with National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). Out of the total share capital of the Company equity shares in demat form, which includes the shares held by the promoter and promoter group, and remaining shares are held in physical mode.

**e. The Company has/has not issued any GDR/ ADR Warrants or any other convertible instruments**

**ADDRESS OF CORRESPONDENCE**

**REGISTRAR AND SHARE TRANSFER AGENTS**

**LINK INTIME PRIVATE LIMITED**

C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (W), Mumbai-78

Tel: +91 22 2594 6970

FAX: +91 22 2594 6969

E-mail: [rnt.helpdesk@linktime.co.in](mailto:rnt.helpdesk@linktime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**REGISTERED OFFICE**

**INVENTURE GROWTH & SECURITIES LIMITED**

201, Viraj Tower, Near Landmark,  
W.E. Highway, Andheri (E), M-69,

Tel: +91 22 3954 8503

FAX: +91 22 3954 8510

Email: [cs@inventuregrowth.com](mailto:cs@inventuregrowth.com)

Website: [www.inventuregrowth.com](http://www.inventuregrowth.com)

**Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification**  
**(Issued in accordance with the provisions of Clause 49 of the Equity Listing Agreement)**

**To the Board of Directors**  
**Inventure Growth & Securities Limited**

We, the undersigned, in our respective capacities as Whole Time Directors and Chief Financial Officer of the Company hereby certify that, to the best of our knowledge and belief;

A) We have reviewed the financial statements read with the cash flow statement of L&T Financial Holdings Limited for the year ended March 31, 2015 and that to the best of our knowledge and belief, we state that;

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that may be misleading;

(ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year ended March 31, 2015 which are fraudulent, illegal or in violation of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control system of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls. If any, and steps taken or propose to be taken for rectifying these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:

- I. significant changes, if any, in internal control over financial reporting during the year ended March 31, 2015;
- II. significant changes, if any, in accounting policies made during the year ended March 31, 2015;
- III. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Yours sincerely,

\_\_\_\_\_  
**Arvind J. Gala**  
**Chief Financial Officer**

\_\_\_\_\_  
**Kamlesh S. Limbachiya**  
**Whole Time Director**

Place: Mumbai  
Date: 13<sup>th</sup> August 2015

**Declaration on adherence to the Code of Conduct under Clause 49(II) E of the Listing Agreement**

All the Board members and senior management personnel of the Company have confirmed adherence to the Code of Conduct of Inventure Growth & Securities Ltd. for the financial year ended March 31, 2015.

For Inventure Growth & Securities Ltd

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

Place: Mumbai,  
Date: 13.08.2015

**Certificate on Compliance with Clause 49 of the Listing Agreement by Inventure Growth & Securities Ltd**

I have examined compliance by Inventure Growth & Securities Ltd. (the Company) with the requirements under Clause 49 of the Listing Agreement entered into by the Company with the Bombay Stock Exchange for the year ended on March 31, 2015.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under Clause 49. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

I state that no investor's grievance is pending unresolved by the Company for a period exceeding one month against the Company as per the records maintained by the Investor Grievance Committee.

I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For D. M. Zaveri & Co  
Company Secretaries

**Dharmesh Zaveri**  
(Proprietor)  
FCS No. 5418  
CP No. 4363

Place: Mumbai  
Date: 13.08.2015

**INDEPENDENT AUDITORS' REPORT****TO THE MEMBERS OF INVENTURE GROWTH & SECURITIES LIMITED****Report on the Financial Statements**

We have audited the accompanying standalone financial statements of Inventure Growth & Securities Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure statement on the matters specified in Paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 27 to the financial statements.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For PHD & Associates**  
Chartered Accountants  
Firm Registration No.111236W

D. V. Vakharia  
Partner  
Membership No.: 46115

Mumbai  
30 May 2015

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii) In respect of its inventories:
  - (a) The inventory being stock-in-trade of securities (all held in dematerialized form) has been verified during the year by the management with the holding certificates from the respective depositories. In our opinion, the frequency of verification is reasonable.
  - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on verification between the depository certificates and the book records.
- iii) In respect of the loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
  - (a) The terms of loans do not stipulate any repayment schedule and the loans are repayable on demand. The interest thereon has been received regularly as stipulated.
  - (b) In respect of the said loans and interest thereon, there are no overdue amounts.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of securities, fixed assets and for the sale of securities and services. The activities of the Company do not involve sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder to the extent notified.
- vi) The provisions of clause 3 (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Audit) Rules, 2014.
- vii) In respect of statutory dues:
  - (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
  - (b) There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Cess which have not been deposited as on March 31, 2015 on account of disputes.
  - (c) According to the records of the Company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

- viii) The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- ix) The Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
- x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi) The Company has applied the term loans for the purposes for which the loans were obtained.
- xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For PHD & Associates**  
Chartered Accountants  
Firm Registration No.111236W

D. V. Vakharia  
Partner  
Membership No.: 46115  
Mumbai  
30 May 2015

**INVENTURE GROWTH & SECURITIES LIMITED**

Balance Sheet as at 31 March 2015

| Particulars  | Note No.             | As at 31 March 2015<br>₹                           | As at 31 March 2014<br>₹ |
|--|----------------------|--|--------------------------|
| <b>EQUITY AND LIABILITIES</b>  |                      |  |                          |
| <b>Shareholders' Funds</b>   |                      |  |                          |
| (a) Share Capital  | 3                    | 840,000,000  | 840,000,000              |
| (b) Reserves and Surplus   | 4                    | 724,413,348  | 696,010,303              |
|  |                      | <b>1,564,413,348</b>                               | <b>1,536,010,303</b>     |
| <b>Non-Current Liabilities</b>   |                      |  |                          |
| (a) Long-Term Borrowings   | 5                    | -  | 53,842,176               |
| (b) Deferred Tax Liabilities (Net)                                       | 6                    | 16,578,984   | 12,136,042               |
| (c) Long-Term Provisions   | 7                    | 4,810,227  | 1,755,391                |
|  |                      | <b>21,389,211</b>                                  | <b>67,733,609</b>        |
| <b>Current Liabilities</b>   |                      |  |                          |
| (a) Short-Term Borrowings  | 8                    | 146,204,282  | 102,049,103              |
| (b) Trade Payables   | 9                    | 124,338,010  | 139,284,993              |
| (c) Other Current Liabilities  | 10                   | 128,375,566  | 138,083,904              |
| (d) Short-Term Provisions  | 11                   | 1,644,612  | 1,318,130                |
|  |                      | <b>400,562,470</b>                                 | <b>380,736,130</b>       |
| <b>Total</b>   |                      | <b>1,986,365,029</b>                               | <b>1,984,480,042</b>     |
| <b>ASSETS</b>  |                      |  |                          |
| <b>Non-Current Assets</b>  |                      |  |                          |
| (a) Fixed Assets   | 12                   |  |                          |
| (i) Tangible Assets  |                      | 95,745,510   | 105,712,831              |
| (ii) Intangible Assets   |                      | 667,740  | 1,370,266                |
|  |                      | <b>96,413,250</b>                                  | <b>107,083,097</b>       |
| (b) Non-Current Investments  | 13                   | 680,961,908  | 693,650,165              |
| (c) Long-Term Loans and Advances   | 14                   | 177,268,447  | 223,391,122              |
| (d) Other Non-Current Assets   | 15                   | 176,250,000  | 15,000,000               |
|  |                      | <b>1,130,893,605</b>                               | <b>1,039,124,384</b>     |
| <b>Current Assets</b>  |                      |  |                          |
| (a) Inventories  | 16                   | 23,928,127   | 5,509,514                |
| (b) Trade Receivables  | 17                   | 423,690,413  | 505,821,649              |
| (c) Cash and Bank Balances   | 18                   | 388,098,552  | 224,865,100              |
| (d) Short-Term Loans and Advances  | 19                   | 8,301,597  | 202,145,686              |
| (e) Other Current Assets   | 20                   | 11,452,735   | 7,013,709                |
|  |                      | <b>855,471,424</b>                                 | <b>945,355,658</b>       |
| <b>Total</b>   |                      | <b>1,986,365,029</b>                               | <b>1,984,480,042</b>     |
| <b>Significant Accounting Policies</b>                                   | 2                    |  |                          |
| The accompanying notes are an integral part of the financial statements. |                      |  |                          |
| <b>As per our attached report of even date</b>                           |                      |  |                          |
| <b>For PHD &amp; Associates</b>  |                      | <b>For and on behalf of the Board of Directors</b> |                          |
| Chartered Accountants  |                      | Nagji K. Rita                                      | Chairman                 |
| Firm Registration No. 111236W  |                      | Virendra D. Singh                                  | Director                 |
|  |                      | Kanji B. Rita                                      | Director                 |
|  |                      | Harilal B. Rita                                    | Director                 |
|  |                      | Kamlesh S. Limbachiya                              | Director                 |
| D. V. Vakharia   | Partner              | Deepak M. Vaishnav                                 | Director                 |
|  | Membership No. 46115 | Dillip C. Shah                                     | Director                 |
|  |                      | Ajay K. Khara                                      | Director                 |
| Place : Mumbai   |                      | Bharat P. Shah                                     | Director                 |
| Date : 30 May 2015   |                      | Shilpa V. Solanki                                  | Director                 |
|  |                      | Arvind J. Gala                                     | Chief Financial Officer  |
|  |                      | Bhavi R. Gandhi                                    | Company Secretary        |

Statement of Profit and Loss for the year ended 31 March 2015

| Particulars  | Note No. | For the Year Ended | For the Year Ended |
|--|----------|--------------------|--------------------|
|  |          | 31 March 2015      | 31 March 2014      |
|  |          | ₹                  | ₹                  |
| Revenue from Operations  | 21       | 178,453,171        | 126,896,898        |
| Other Income   | 22       | 21,824,772         | 16,189,150         |
| <b>Total Revenue</b>   |          | <b>200,277,943</b> | <b>143,086,048</b> |
| <b>Expenses</b>  |          |                    |                    |
| (a) Employee Benefit Expenses  | 23       | 47,752,671         | 39,689,937         |
| (b) Finance Costs  | 24       | 20,893,736         | 20,422,858         |
| (c) Depreciation and Amortisation Expense                                      | 12       | 11,920,250         | 8,547,586          |
| (d) Other Expenses   | 25       | 102,960,763        | 74,332,631         |
| <b>Total Expenses</b>  |          | <b>183,527,420</b> | <b>142,993,012</b> |
| <b>Profit Before Exceptional Item and Tax</b>                                  |          | <b>16,750,523</b>  | <b>93,036</b>      |
| <b>Exceptional Item:</b>   |          |                    |                    |
| Profit on Sale of Office Premises  |          | 24,295,464         | -                  |
| <b>Profit Before Tax</b>   |          | <b>41,045,987</b>  | <b>93,036</b>      |
| (a) Current Tax  |          | 9,200,000          | 3,100,000          |
| Less: MAT Credit Entitlement   |          | (1,000,000)        | -                  |
| Net Current Tax  |          | 8,200,000          | 3,100,000          |
| (b) Deferred Tax   |          | 4,442,942          | 297,749            |
|  |          | 12,642,942         | 3,397,749          |
| <b>Profit/(Loss) for the Year</b>  |          | <b>28,403,045</b>  | <b>(3,304,713)</b> |
| <b>Earnings per equity share of Nominal Value of 10/- each</b>                 | 29       |                    |                    |
| (a) Basic  |          | 0.34               | (0.04)             |
| (b) Diluted  |          | 0.34               | (0.04)             |
| <b>Significant Accounting Policies</b>   | 2        |                    |                    |
| <b>The accompanying notes are an integral part of the financial statements</b> |          |                    |                    |

As per our attached report of even date

For PHD & Associates

Chartered Accountants

Firm Registration No. 111236W

D. V. Vakharia

Partner

Membership No. 46115

Place : Mumbai

Date : 30 May 2015

For and on behalf of the Board of Directors

Nagji K. Rita

Virendra D. Singh

Kanji B. Rita

Harilal B. Rita

Kamlesh S. Limbachiya

Deepak M. Vaishnav

Dilip C. Shah

Ajay K. Khera

Bharat P. Shah

Shilpa V. Solanki

Arvind J. Gala

Bhavi R. Gandhi

Chairman

Director

Director

Director

Director

Director

Director

Director

Director

Director

Company Secretary

Chief Financial Officer

**Notes forming part of the financial statements****Note 1 Corporate Information**

The Company was incorporated on 22 June 1995. The company is presently having membership of various exchanges and is in the business of providing Stock Broking and other related services.

**Note 2 Significant Accounting Policies****(a) Basis of accounting and preparation of financial statements**

The financial statements have been prepared on a going concern and on accrual basis, under the historical cost convention and in accordance with the generally accepted accounting principles, the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government and relevant provisions of the Companies Act 1956 and Companies Act 2013, to the extent applicable.

**(b) Use of Estimates**

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumption that affect the reported amount of assets, liabilities, revenues & expenses and disclosure of contingent assets & liabilities. The estimates & assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements. Actual results may defer from the estimates & assumptions used in preparing the accompanying Financial Statements. Any differences of actual results to such estimates are recognised in the year in which the results are known / materialised.

**(c) Revenue Recognition**

- 1 Income from brokerage activities is recognized as income as per contracted rates on the execution of transactions on behalf of the clients.
- 2 Income from arbitrage operations and trading in securities and derivatives comprises of profit/loss on sale of securities held as stock-in-trade and profit/loss on equity derivative instruments.
- 3 Interest income is recognised on accrual basis.
- 4 Dividend income is recognised when the right to receive payment is established.
- 5 In respect of other heads of income, the Company accounts the same on accrual basis.

**(d) Fixed Assets**

Fixed assets are stated at cost less depreciation/amortization. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

**(e) Depreciation / Amortization**

Tangible fixed assets are depreciated on straight line basis as per useful life prescribed in schedule II of the Companies Act, 2013.

Intangible assets are amortized on a straight line basis over a period having regard to their useful economic life and estimated residual value in accordance with Accounting Standard (AS) 26 "Intangible Assets".

Computer Softwares are amortized over a period of 4 years.

Bombay Stock Exchange Membership is amortized over a period of 15 years, having regard to the nature and long term economic life of the asset.

MCX Membership is amortized over a period of 4 years, having regard to the nature and useful economic life of the asset.

**(f) Inventories**

Shares and Securities acquired for sale in the ordinary course of business are considered as stock - in - trade, and are valued at lower of cost or market value as at the year end.

**(g) Investments**

Non-Current Investments are carried at cost. Provision for diminution in the value of Non-Current Investments is made only if such a decline is other than temporary in the opinion of the management.

Current Investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

On disposal of investments the difference between its carrying amounts and net disposal proceeds is charged or credited to the Statement of Profit and Loss. Profit or loss on sale of investments is determined on a First-in-First-out (FIFO) basis.

## Notes forming part of the financial statements

**(h) Securities Transaction Tax**

Securities Transaction Tax related to the company's own transactions in shares & securities are charged to Statement of Profit & Loss.

**(i) Borrowing Costs**

Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are included to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are charged to revenue.

**(j) Share Issue Expense**

Expenses incurred in connection with issue of shares are adjusted against Securities Premium Account in the year in which shares are issued.

**(k) Employees Retirement Benefits****1 Provident Fund**

The Company contributes to a recognized provident fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognized in the Statement of Profit & Loss.

**2 Gratuity**

The employees of the Company are eligible for Gratuity in accordance with the Payment of Gratuity Act, and is a Defined Employee Benefit. The above benefit is not funded but provision is made in the accounts.

The present value of the obligation under such benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method which recognizes each period of service that give rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Actuarial gains and losses are recognized immediately in the Statement of Profit & Loss.

**3 Compensated Leave**

Unutilized leave of staff lapses as at the year end and is not encashable. Accordingly, no provision is made for compensated absences.

**(l) Equity Index/Stock — Futures :**

Equity Index/Stock Futures are marked-to-market on a daily basis. Debit or credit balance disclosed under Loans and advances or Current liabilities, respectively, in the "Mark-to-Market Margin —Equity Index/Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of Index/Stock Futures till the balance sheet date.

As on the Balance Sheet date, the profit/ loss on open position in Index/Stock futures are accounted for as follows:

- 1 Credit balance in the "Mark-to-Market Margin-Equity Index/Stock Futures Account", being anticipated profit, is ignored and no credit is taken in the Statement of Profit & Loss.
- 2 Debit balance in the "Mark-to-Market Margin-Equity Index/Stock Futures Account", being anticipated loss, is recognized in the Statement of Profit & Loss.

On final settlement or squaring up of contracts for equity index/stock futures, the profit or loss is calculated as difference between settlement/squaring up price and contract price. Accordingly, debit or credit balance pertaining to the settlement/squared up contract in "Mark-to-Market Margin Equity Index/Stock Futures Account" is recognized in the Statement of Profit & Loss upon expiry of the contracts.

"Initial Margin —Equity Index/Stock Futures Account", representing initial margin paid, for entering into contracts for Equity Index/Stock Futures, which are released on final settlement/squaring-up of underlying contracts, is disclosed as under Loans and advances.

**(m) Equity Index/Stock — Options :**

"Equity Index/Stock Option Premium Account" represents premium paid or received for buying or selling the options, respectively.

**Notes forming part of the financial statements**

**(n) Taxation**

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year).

**Deferred Taxation**

The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

**(o) Impairment of Assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generated unit to which the asset belongs, is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

**(p) Provisions, Contingent Liabilities & Contingent Assets**

Contingent liabilities, if material, are disclosed by way of notes, contingent assets are not recognized or disclosed in the financial statements. A provision is recognized when an enterprise has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation.



## Notes forming part of the Financial Statements

## Note 3 Share Capital

| Particulars   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Authorised</b>                                     |                             |                             |
| 100,000,000 (100,000,000) Equity Shares of ₹10/- each | 1,000,000,000               | 1,000,000,000               |
| <b>Issued</b>   |                             |                             |
| 84,000,000 (84,000,000) Equity Shares of ₹10/- each   | 840,000,000                 | 840,000,000                 |
| <b>Subscribed and fully paid up</b>                   |                             |                             |
| 84,000,000 (84,000,000) Equity Shares of ₹10/- each   | 840,000,000                 | 840,000,000                 |
| <b>Total</b>  | <b>840,000,000</b>          | <b>840,000,000</b>          |

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars                        | As at 31 March 2015 |             | As at 31 March 2014 |             |
|------------------------------------|---------------------|-------------|---------------------|-------------|
|                                    | No. of Shares       | ₹           | No. of Shares       | ₹           |
| At the beginning of the year       | 84,000,000          | 840,000,000 | 84,000,000          | 840,000,000 |
| Outstanding at the end of the year | 84,000,000          | 840,000,000 | 84,000,000          | 840,000,000 |

(b) The Company has one class of Equity shares having a par value of ₹10/- per share. Each shareholder is eligible for 1 vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend. In event of liquidation the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholdings.

(c) Details of shareholders holding more than 5% shares in the company:

| Name of Shareholder                    | As at 31 March 2015 |           | As at 31 March 2014 |           |
|--|---------------------|-----------|---------------------|-----------|
|  | No. of Shares       | % holding | No. of Shares       | % holding |
| Equity shares of ₹10/- each fully paid |                     |           |                     |           |
| Nagji K Rita                           | 11,500,000          | 13.69     | 18,200,000          | 21.67     |
| Kanji B. Rita                          | 10,664,327          | 12.70     | 2,964,448           | 3.53      |
| Usha Atul Shah                         | 4,444,440           | 5.29      | 4,444,440           | 5.29      |
| Keshvi Developers Pvt Ltd              | 4,100,000           | 4.88      | 5,763,889           | 6.86      |
| Jayshree N. Rita                       | -                   | -         | 7,110,516           | 8.46      |

(d) Aggregate number of Bonus shares issued during the period of 5 years immediately preceding the reporting date:

(i) 7,000,000 Equity shares of ₹10/- each were issued as Bonus shares by way of capitalisation of ₹70,000,000 out of General Reserves during the Financial Year 2009-10.

(ii) 63,000,000 Equity shares of ₹10/- each were issued as Bonus shares by way of capitalisation of ₹630,000,000 out of Securities Premium during the Financial Year 2012-13.

## Notes forming part of the Financial Statements

## Note 4 Reserves and Surplus

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Capital Reserve</b>                                 |                             |                             |
| Opening Balance  | 2,025,000                   | 2,025,000                   |
| Closing Balance  | 2,025,000                   | 2,025,000                   |
| <b>Securities Premium Account</b>                      |                             |                             |
| Opening Balance  | 71,510,581                  | 71,510,581                  |
| Closing Balance  | 71,510,581                  | 71,510,581                  |
| <b>Taxation Reserve</b>                                |                             |                             |
| Opening Balance  | 12,500,000                  | 12,500,000                  |
| Closing Balance  | 12,500,000                  | 12,500,000                  |
| <b>General Reserve</b>                                 |                             |                             |
| Opening Balance  | 564,821,877                 | 564,821,877                 |
| Closing Balance  | 564,821,877                 | 564,821,877                 |
| <b>Surplus balance in Statement of Profit and Loss</b> |                             |                             |
| Opening balance  | 45,152,845                  | 48,457,558                  |
| Add: Profit/(Loss) for the year                        | 28,403,045                  | (3,304,713)                 |
| Closing Balance  | 73,555,890                  | 45,152,845                  |
| <b>Total</b>   | <b>724,413,348</b>          | <b>696,010,303</b>          |

## Notes forming part of the Financial Statements

## Note 5 Long-Term Borrowings

| Particulars                               | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Secured (Refer (a) and (b) below):</b> |                             |                             |
| Term loans                                |                             |                             |
| From bank                                 | -                           | 43,373,337                  |
| From other parties                        | -                           | 10,468,839                  |
| <b>Total</b>                              | <b>-</b>                    | <b>53,842,176</b>           |

## (a) Details of security and terms of repayment for the other secured long term borrowings:

| Particulars                         | Security and terms of repayment   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|-------------------------------------|---|-----------------------------|-----------------------------|
| <u>Term loan from Bank:</u>         |   |                             |                             |
| ICICI Bank Limited                  | (i) Secured against the premises<br>(ii) Rs 1,42,77,420/- outstanding on 31-03-2015 is repayable in 12 monthly installments, last installment being due in March 2016. (Refer Note c below)<br>(iii) Rate of interest is ranging from 12.00% to 12.25% p.a. |                             | 43,373,337                  |
| <u>Term loan from other parties</u> |   |                             |                             |
| ICICI Home Finance Co. Limited      | (i) Secured against the premises<br>(ii) The loan was repayable in 82 monthly installments, last installment being due in January 2021; however the same is repaid before its due date.   |                             | 10,468,839                  |

(b) Secured long term borrowings of ₹ Nil (Previous year ₹ 53,842,176/-) are personally guaranteed by some of the directors of the Company.

(c) Current maturities of Term loans from ICICI Bank Limited and ICICI Home Finance Limited amounting to ₹ 1,42,77,420/- (Previous Year ₹ 1,12,60,240/-) is disclosed under 'Other Current Liabilities' (Refer Note 10).

## Note 6 Deferred Tax Liabilities (Net)

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Tax effect of items constituting deferred tax liability:</b>    |                             |                             |
| On difference between book balance and tax balance of fixed assets | 19,261,165                  | 13,425,251                  |
| <b>Tax effect of items constituting deferred tax assets:</b>       |                             |                             |
| Provision for gratuity and other employee benefits                 | (2,094,273)                 | (997,204)                   |
| Provision for Doubtful Debts                                       | (587,908)                   | (292,005)                   |
| <b>Total</b>   | <b>16,578,984</b>           | <b>12,136,042</b>           |

## Notes forming part of the Financial Statements

## Note 7 Long-Term Provisions

| Particulars                            | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Provision for employee benefits</b> |                             |                             |
| Gratuity (Non funded)                  | 4,810,227                   | 1,755,391                   |
| <b>Total</b>                           | <b>4,810,227</b>            | <b>1,755,391</b>            |

## Note 8 Short-Term Borrowings

| Particulars                                    | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Secured (Refer Particulars given below)</b> |                             |                             |
| <b>Loans repayable on demand</b>               |                             |                             |
| From banks                                     | 146,204,282                 | 102,049,103                 |
| <b>Total</b>                                   | <b>146,204,282</b>          | <b>102,049,103</b>          |

## Particulars of security for the secured short-term borrowings:

| Particulars                      | Nature of security            | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|----------------------------------|-------------------------------|-----------------------------|-----------------------------|
| <b>Loans repayable on demand</b> |                               |                             |                             |
| <b>From banks:</b>               |                               |                             |                             |
| Bank overdraft                   | Secured against Term Deposits | 146,204,282                 | 102,049,103                 |

## Note 9 Trade Payables

| Particulars    | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|----------------|-----------------------------|-----------------------------|
| Trade Payables | 124,338,010                 | 139,284,993                 |
| <b>Total</b>   | <b>124,338,010</b>          | <b>139,284,993</b>          |

## Notes forming part of the Financial Statements

## Note 10 Other Current Liabilities

| Particulars   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| Current maturities of long term debt (Refer Note 5) | 14,277,420                  | 11,260,240                  |
| Security Deposit /Margin Money from clients         | 91,148,614                  | 104,704,526                 |
| Statutory dues                                      | 415,831                     | 924,398                     |
| Other payables                                      | 22,533,701                  | 21,194,740                  |
| <b>Total</b>  | <b>128,375,566</b>          | <b>138,083,904</b>          |

There is no amount due and outstanding to be paid to Investor Education and Protection fund as at 31 March 2015

## Note 11 Short Term Provisions

| Particulars                     | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---------------------------------|-----------------------------|-----------------------------|
| Provision for employee benefits |                             |                             |
| Gratuity (Non Funded)           | 1,644,612                   | 1,318,130                   |
| <b>Total</b>                    | <b>1,644,612</b>            | <b>1,318,130</b>            |

**INVENTURE GROWTH & SECURITIES LIMITED**

Notes forming part of the Financial Statements

## Note 12 Fixed Assets

(Amount in ₹)

| Fixed Assets                                      | Gross Block           |                  |                   |                        | Accumulated Depreciation / Amortisation |                   |                             |                        | Net Block              |                        |
|---|-----------------------|------------------|-------------------|------------------------|---|-------------------|-----------------------------|------------------------|------------------------|------------------------|
|   | As at<br>1 April 2014 | Additions        | Deductions        | As at<br>31 March 2015 | As at<br>1 April 2014                   | For the Year      | On disposal/<br>Adjustments | As at<br>31 March 2015 | As at<br>31 March 2015 | As at<br>31 March 2014 |
| <b>Tangible Assets</b>                            |                       |                  |                   |                        |   |                   |                             |                        |                        |                        |
| <b>Own Assets:</b>                                |                       |                  |                   |                        |   |                   |                             |                        |                        |                        |
| Office Premises                                   | 78,197,993            | -                | 526,784           | 77,671,209             | 8,429,392                               | 1,295,509         | 72,248                      | 9,652,653              | 68,018,556             | 69,768,601             |
| Furniture and Fixtures                            | 34,419,082            | 225,942          | 521,235           | 34,123,789             | 13,621,438                              | 3,405,450         | 521,235                     | 16,505,653             | 17,618,136             | 20,797,644             |
| Vehicles  | 9,600,178             | -                | 613,702           | 8,986,476              | 6,127,881                               | 1,029,056         | 613,702                     | 6,543,235              | 2,443,241              | 3,472,297              |
| Office Equipment                                  | 9,467,206             | 311,766          | -                 | 9,778,972              | 3,274,485                               | 1,921,950         | -                           | 5,196,435              | 4,582,537              | 6,192,721              |
| Air Conditioners                                  | 3,497,646             | 520,481          | -                 | 4,018,127              | 1,105,450                               | 693,737           | -                           | 1,799,187              | 2,218,940              | 2,392,196              |
| Computers   | 36,094,936            | 646,750          | 18,331,952        | 18,409,734             | 33,005,564                              | 2,872,022         | 18,331,952                  | 17,545,634             | 864,100                | 3,089,372              |
| <b>Total</b>                                      | <b>171,277,041</b>    | <b>1,704,939</b> | <b>19,993,673</b> | <b>152,988,307</b>     | <b>65,564,210</b>                       | <b>11,217,724</b> | <b>19,539,137</b>           | <b>57,242,797</b>      | <b>95,745,510</b>      | <b>105,712,831</b>     |
| Previous Year                                     | 173,347,424           | 352,317          | 2,422,700         | 171,277,041            | 58,681,617                              | 7,053,704         | 171,111                     | 65,564,210             | 105,712,831            | 114,665,807            |
| <b>Intangible Assets</b>                          |                       |                  |                   |                        |   |                   |                             |                        |                        |                        |
| <b>Own Assets:</b>                                |                       |                  |                   |                        |   |                   |                             |                        |                        |                        |
| Computer Software                                 | 11,593,732            | -                | 1,520,531         | 10,073,201             | 10,753,466                              | 437,526           | 1,520,531                   | 9,670,461              | 402,740                | 840,266                |
| Membership of Bombay Stock<br>Exchange Limited    | 18,100,000            | -                | -                 | 18,100,000             | 18,100,000                              | -                 | -                           | 18,100,000             | -                      | -                      |
| Membership of Multi Commodity<br>Exchange Limited | 1,060,000             | -                | -                 | 1,060,000              | 530,000                                 | 265,000           | -                           | 795,000                | 265,000                | 530,000                |
| <b>Total</b>                                      | <b>30,753,732</b>     | <b>-</b>         | <b>1,520,531</b>  | <b>29,233,201</b>      | <b>29,383,466</b>                       | <b>702,526</b>    | <b>1,520,531</b>            | <b>28,565,461</b>      | <b>667,740</b>         | <b>1,370,266</b>       |
| Previous Year                                     | 30,153,732            | 600,000          | -                 | 30,753,732             | 27,889,584                              | 1,493,882         | -                           | 29,383,466             | 1,370,266              | 2,264,148              |

## Notes forming part of the Financial Statements

**Note 13 Non-Current Investments**

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| Investments (At cost less provision for other than temporary diminution, if any):                        |                             |                             |
| <b>Trade (unquoted)</b>  |                             |                             |
| <b>Investment in equity shares, fully paid up:</b>   |                             |                             |
| (a) Investment in Subsidiaries:  |                             |                             |
| 48,00,000 (48,00,000) Equity Shares of Inventure Finance Private Limited ₹ 10/- each                     | 551,129,000                 | 551,129,000                 |
| 21,90,100 (21,90,100) Equity Shares of Inventure Commodities Limited of ₹ 10/- each                      | 21,901,000                  | 21,901,000                  |
| 6,49,994 (6,49,994) Equity Shares of Inventure Wealth Management Limited of ₹ 10/- each                  | 5,727,740                   | 5,727,740                   |
| 6,00,020 (6,00,020) Equity Shares of Inventure Insurance Broking Private Limited of ₹ 10/- each          | 4,000,000                   | 4,000,000                   |
| 1,210,000 (1,210,000) Equity Shares of Inventure Merchant Banker Services Private Limited of ₹ 10/- each | 60,100,000                  | 60,100,000                  |
| (b) Others:  |                             |                             |
| 1682 ( 26,182) Equity Shares of Bombay Stock Exchange Limited ₹ 1/- each                                 | 129                         | 2,014                       |
|  | <b>642,857,869</b>          | <b>642,859,754</b>          |
| <b>Other Investments (Quoted)</b>  |                             |                             |
| <b>Investment in equity shares, fully paid up:</b>   |                             |                             |
| 749,010 (749,010) Equity Shares of Gujarat Narmada Flyash Company Limited of ₹ 5/- each                  | 15,145,067                  | 15,145,067                  |
| Nil (135,000) Equity Shares of PG Foils Limited of ₹ 10/- each   | -                           | 10,550,250                  |
| Nil (28,000) Equity Shares of Taj GVK Hotels & Resorts Limited of ₹ 2/- each                             | -                           | 2,136,122                   |
|  | <b>15,145,067</b>           | <b>27,831,439</b>           |
| <b>Other Investments (Unquoted)</b>  |                             |                             |
| Investment in Property   | 22,958,972                  | 22,958,972                  |
| <b>Total</b>   | <b>680,961,908</b>          | <b>693,650,165</b>          |
| Aggregate amount of quoted investments   | 15,145,067                  | 27,831,439                  |
| Aggregate market value of quoted investments   | 3,100,901                   | 14,321,117                  |
| Aggregate amount of unquoted investments   | 665,816,841                 | 665,818,726                 |

**Note 14 Long Term Loans And Advances**

| Particulars                             | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Unsecured, considered good :</b>     |                             |                             |
| Deposits                                |                             |                             |
| (a) With Stock Exchanges / Depository   | 26,924,469                  | 26,924,469                  |
| (b) With others                         | 2,362,800                   | 2,095,594                   |
| Advances recoverable in cash or in kind | 118,000,000                 | 168,000,000                 |
| Advance Income Tax (Net of Provisions)  | 28,981,178                  | 26,371,059                  |
| MAT credit entitlement                  | 1,000,000                   | -                           |
| <b>Total</b>                            | <b>177,268,447</b>          | <b>223,391,122</b>          |

## Notes forming part of the Financial Statements

## Note 15 Other Non-Current Assets

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Balances with banks:</b>                                    |                             |                             |
| Term deposits with banks with more than twelve months maturity | 176,250,000                 | 15,000,000                  |
| <b>Total</b>   | <b>176,250,000</b>          | <b>15,000,000</b>           |

The above Term deposits are held as margin for guarantees/security for bank overdraft facility/lodged with Exchanges.

## Note 16 Inventories

| Particulars                                 | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| (At lower of cost and net realisable value) |                             |                             |
| <b>Stock-in-trade :</b>                     |                             |                             |
| Shares and Securities                       | 23,928,127                  | 5,509,514                   |
| <b>Total</b>                                | <b>23,928,127</b>           | <b>5,509,514</b>            |

## Note 17 Trade Receivables

| Particulars   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Unsecured, considered good</b>   |                             |                             |
| Trade receivables outstanding for a period exceeding six months from the date they were due for payment | 297,195,101                 | 383,571,213                 |
| Less: Provision for Bad debts   | (1,812,014)                 | (900,000)                   |
|   | 295,383,087                 | 382,671,213                 |
| Other Trade receivables   | 128,307,326                 | 123,150,436                 |
| <b>Total</b>  | <b>423,690,413</b>          | <b>505,821,649</b>          |



## Notes forming part of the Financial Statements

## Note 18 Cash and Bank Balances

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Cash and cash equivalents</b>   |                             |                             |
| Balances with banks in current accounts  | 22,326,739                  | 15,088,171                  |
| Cash on hand   | 11,212                      | 34,112                      |
| <b>Total</b>   | <b>22,337,951</b>           | <b>15,122,283</b>           |
| <b>Other bank balances</b>   |                             |                             |
| Term deposits with more than three months maturity but due within one year from the reporting date | 365,760,601                 | 209,742,817                 |
| <b>Total</b>   | <b>365,760,601</b>          | <b>209,742,817</b>          |

The above Term deposits are held as margin for guarantees/security for bank overdraft facility/lodged with Exchanges.

## Note 19 Short-Term Loans And Advances

| Particulars                             | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Unsecured, considered good</b>       |                             |                             |
| Loans and advances to related parties : |                             |                             |
| To Subsidiary Companies                 | -                           | 175,451,744                 |
| Deposits with Stock Exchanges           | 5,600,344                   | 23,790,344                  |
| Prepaid expenses                        | 2,229,253                   | 2,478,296                   |
| Advances recoverable in cash or in kind | 472,000                     | 425,302                     |
| <b>Total</b>                            | <b>8,301,597</b>            | <b>202,145,686</b>          |

## Note 20 Other Current Assets

| Particulars                                  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| Interest accrued on Term deposits with banks | 6,881,071                   | 2,800,018                   |
| Others                                       | 4,571,664                   | 4,213,691                   |
| <b>Total</b>                                 | <b>11,452,735</b>           | <b>7,013,709</b>            |

**Note 21 Revenue From Operations**

| Particulars                                  | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
|--|-------------------------------------|-------------------------------------|
|  | ₹                                   | ₹                                   |
| <b>Sale of services:</b>                     |                                     |                                     |
| (a) Brokerage Income:                        |                                     |                                     |
| Secondary Market                             | 117,819,803                         | 71,693,198                          |
| Primary Market                               | 6,235                               | 57,635                              |
| Others                                       | 3,507                               | 8,831                               |
| (b) Income from Depository Operations        | 7,961,009                           | 6,809,999                           |
|  | <b>125,790,554</b>                  | <b>78,569,663</b>                   |
| <b>Other operating revenues:</b>             |                                     |                                     |
| (a) Profit from Arbitrage/Securities Trading | (21,968)                            | 20,555,136                          |
| (b) Interest Income                          | 52,684,585                          | 27,772,099                          |
|  | <b>52,662,617</b>                   | <b>48,327,235</b>                   |
| <b>Total</b>                                 | <b>178,453,171</b>                  | <b>126,896,898</b>                  |

**Note 22 Other Income**

| Particulars                                 | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
|---|-------------------------------------|-------------------------------------|
|   | ₹                                   | ₹                                   |
| <b>Dividend income :</b>                    |                                     |                                     |
| (a) from current investments/stock-in-trade | 488,028                             | 708,479                             |
| (b) from non-current investments            | -                                   | 104,728                             |
| Profit on Sale of Office Premises           | -                                   | 1,519,576                           |
| Net loss on sale of non current investments | (229,729)                           | (19,234,129)                        |
| <b>Other non-operating income :</b>         |                                     |                                     |
| (a) Delayed payment charges                 | 14,681,870                          | 32,082,624                          |
| (b) Keyman Insurance Policy                 | 6,218,675                           | -                                   |
| (c) Miscellaneous income                    | 665,928                             | 1,007,872                           |
| <b>Total</b>                                | <b>21,824,772.00</b>                | <b>16,189,150</b>                   |

**Note 23 Employee Benefit Expenses**

| Particulars                                | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
|--|-------------------------------------|-------------------------------------|
|  | ₹                                   | ₹                                   |
| Salaries and other benefits                | 39,623,528                          | 37,344,578                          |
| Contributions to Provident and Other Funds | 5,217,542                           | 915,788                             |
| Staff welfare expenses                     | 2,911,601                           | 1,429,571                           |
| <b>Total</b>                               | <b>47,752,671</b>                   | <b>39,689,937</b>                   |

**INVENTURE GROWTH & SECURITIES LIMITED**

Notes forming part of the Financial Statements

**Note 24 Finance Costs**

| Particulars           | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
|-----------------------|-------------------------------------|-------------------------------------|
|                       | ₹                                   | ₹                                   |
| Interest expense      | 17,836,445                          | 16,860,882                          |
| Other borrowing costs | 3,057,291                           | 3,561,976                           |
| <b>Total</b>          | <b>20,893,736</b>                   | <b>20,422,858</b>                   |

**Note 25 Other Expenses**

| Particulars  | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
|--|-------------------------------------|-------------------------------------|
|  | ₹                                   | ₹                                   |
| Sub- Brokerage / Commission                                    | 63,660,066                          | 34,556,589                          |
| Payment to Franchisees   | 2,224,232                           | 225,000                             |
| Securities Transaction Tax on Shares/Derivatives               | 4,057,083                           | 2,738,732                           |
| Stock Exchange expenses & Contribution to Stock Exchange funds | 365,787                             | 123,941                             |
| SEBI Turnover/Registration charges                             | 507,102                             | 267,520                             |
| Depository charges   | 1,672,145                           | 1,552,781                           |
| Rent   | 1,115,144                           | 2,619,448                           |
| Electricity expenses   | 5,294,549                           | 4,881,258                           |
| Repairs and Maintenance - Building                             | 576,000                             | 1,203,347                           |
| Repairs and Maintenance - Others                               | 3,453,034                           | 3,001,000                           |
| Printing & Stationery  | 861,955                             | 721,448                             |
| Communication expenses   | 3,684,533                           | 4,011,012                           |
| Computer & Software expenses                                   | 384,393                             | 502,933                             |
| Advertisement & Publicity                                      | 547,673                             | 242,571                             |
| Legal and Stamping charges                                     | 112,043                             | 146,575                             |
| Legal and Professional charges (Refer note 26)                 | 4,813,738                           | 5,487,032                           |
| Directors Sitting fees   | 359,830                             | 168,540                             |
| Insurance  | 71,920                              | 76,954                              |
| Travelling & Conveyance expenses                               | 390,640                             | 481,270                             |
| Rates and Taxes  | 67,541                              | 730,232                             |
| Business promotion expenses                                    | 992,266                             | 791,552                             |
| Membership & Subscription                                      | 1,622,401                           | 1,621,719                           |
| Provision for Doubtful Debts                                   | 912,014                             | 900,000                             |
| Bad Debts  | 3,154,329                           | 5,818,883                           |
| Client Compensation  | 234,767                             |                                     |
| Donations  | 20,702                              | 3,501                               |
| Miscellaneous expenses   | 1,804,876                           | 1,438,792                           |
| <b>Total</b>   | <b>102,960,763</b>                  | <b>74,332,631</b>                   |

**Note 26 Remuneration to Auditors**

| Particulars   | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
|---|-------------------------------------|-------------------------------------|
|   | ₹                                   | ₹                                   |
| Legal and Professional charges includes payments to the auditors towards: |                                     |                                     |
| Audit fees*   | 160,000                             | 150,000                             |
| Tax matters*  | 52,500                              | 67,500                              |
| Other services*   | 90,000                              | 125,000                             |
| <b>Total</b>  | <b>302,500</b>                      | <b>342,500</b>                      |

\* Excluding Service Tax

Notes forming part of the Financial Statements

Note 27 Contingent Liabilities and Commitments

| Particulars   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Contingent Liabilities :</b>   |                             |                             |
| Guarantees given by the Company's bankers and counter guaranteed by the Company | 200,800,000                 | 240,000,000                 |
| Income Tax matters in Appeal  | 5,855,601                   | 5,855,601                   |

Note 28 : Disclosure as per Clause 32 of the listing agreement

Loans and Advances in the nature of loans given to subsidiaries:

| Name of the Party                                  | Relationship       | Amount<br>outstanding as at 31<br>March 2015<br>₹ | Maximum<br>Balance<br>Outstanding<br>during the year<br>₹ |
|--|--------------------|---|---|
| Inventure Finance Private Limited                  | Subsidiary Company | -<br>(170,859,870)                                | 174,800,000<br>(174,800,000)                              |
| Inventure Merchant Banker Services Private Limited | Subsidiary Company | -<br>(4,591,874)                                  | 4,500,000<br>(4,500,000)                                  |

Figures in brackets relates to previous year

Note 29 : Earnings Per Share

| Particulars   | For the year<br>ended<br>31 March 2015<br>₹ | For the year<br>ended<br>31 March 2014<br>₹ |
|---|---|---|
| Nominal Value of Equity shares                            | 10  | 10  |
| Net profit after tax available to the Equity shareholders | 28,403,045                                  | (3,304,713)                                 |
| Weighted average number of Equity shares                  | 84,000,000                                  | 84,000,000                                  |
| Basic and Diluted Earnings per share                      | 0.34  | (0.04)                                      |

Note 30 : Details of Leasing arrangements

(a) Operating Lease: As a Lessee

The company has entered into cancellable operating leases. These lease arrangements are normally renewable on expiry. The lease arrangement can be cancelled either at the option of lessor giving notice for the period ranging from two months to three months or lessee giving two months notice.

Lease payments amounting to ₹ 11,15,144/- (Previous year ₹ 2,619,448/-) are included in rental expenditure in the Statement of Profit and Loss during the current year.

(b) Operating Lease: As a Lessor

The Company had given office premises under cancellable lease arrangement for a period ranging from eleven months to

twelve months. These lease arrangements expired during the year and the same was not renewed by either of the parties.

Lease rent received during the year and accounted as income is ₹ Nil/- (Previous year ₹ 297,768/-)

Note 31 : Depreciation on Fixed Assets

Pursuant to the Companies Act 2013, the company has realigned its depreciation policy in accordance with schedule II of the companies act 2013. Consequently, w.e.f. 1st April, 2014, (a) the carrying value of assets is now depreciated over its revised remaining useful life. (b) Where the remaining useful life of the asset is Nil as on 1st April, 2014, carrying values of the assets has been charged to statement of profit & loss in accordance with transitional provision of schedule II of the Companies Act, 2013. (c) On account of above change, depreciation charged to Statement of Profit & Loss for the year 2014-15 is higher by ₹ 53.99 Lacs.

**Notes forming part of the financial statements**
**Note 32 Employee Benefit Plans**
**(a) Defined Contribution Plans:**

The amount recognised as expense in respect of Defined Contribution Plans (Contribution to Provident Fund, Family Pension Fund and Employees State Insurance) aggregate to ₹ 14,50,294/- (Previous year ₹ 7,59,368/-).

**(b) Retirement Benefit - Gratuity:**

The employees of the Company are eligible for gratuity in accordance with the Payment of Gratuity Act, and is a Defined Employee Benefit. The above benefit is not funded but provision is made in the accounts for accrued gratuity under Projected Unit Credit Method of actuarial valuation.

The following table summaries the components of the employee benefit expenses recognised in the Statement of Profit and Loss and the amount recognised in the Balance sheet for the gratuity provision made under actuarial method.

**Statement of Profit and Loss**

Net employee benefit expenses recognised in Employee Benefit Expenses (Note No. 23)

| Particulars   | (Amount in ₹)                       |                                     |
|---|-------------------------------------|-------------------------------------|
|   | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
| <b>Components of employer expense</b>                                 |                                     |                                     |
| Current Service cost  | 233,714                             | 322,153                             |
| Interest cost   | 279,690                             | 252,258                             |
| Expected return on plan assets  | -                                   | -                                   |
| Curtailement cost/(credit)  | -                                   | -                                   |
| Settlement cost/(credit)  | -                                   | -                                   |
| Past Service Cost   | -                                   | -                                   |
| Actuarial Losses/(Gains)  | 2,867,914                           | (615,184)                           |
| <b>Total expense recognised in the Statement of Profit &amp; Loss</b> | <b>3,381,318</b>                    | <b>(40,773)</b>                     |

**Balance Sheet**

Details of provision for gratuity

| Net asset/(liability) recognised in balance sheet        | (Amount in ₹)          |                        |
|--|------------------------|------------------------|
|  | As at<br>31 March 2015 | As at<br>31 March 2014 |
| Present value of Defined Benefit Obligation              | (6,454,839)            | (3,073,521)            |
| Fair value of plan assets                                | -                      | -                      |
| Funded status [Surplus/(Deficit)]                        | (6,454,839)            | (3,073,521)            |
| Unrecognised past Service Costs                          | -                      | -                      |
| <b>Net asset/(liability) recognised in balance sheet</b> | <b>(6,454,839)</b>     | <b>(3,073,521)</b>     |

| Change in Defined Benefit Obligations (DBO) during the year ended | (Amount in ₹)                       |                                     |
|---|-------------------------------------|-------------------------------------|
|   | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
| Present Value of DBO at beginning of period                       | 3,073,521                           | 3,114,294                           |
| Current Service cost  | 233,714                             | 322,153                             |
| Interest cost   | 279,690                             | 252,258                             |
| Curtailement cost/(credit)  | -                                   | -                                   |
| Settlement cost/(credit)  | -                                   | -                                   |
| Plan amendments   | -                                   | -                                   |
| Acquisitions  | -                                   | -                                   |
| Actuarial (gains)/ losses   | 2,867,914                           | (615,184)                           |
| Past Service Cost   | -                                   | -                                   |
| Benefits paid   | -                                   | -                                   |
| <b>Present Value of DBO at the end of period</b>                  | <b>6,454,839</b>                    | <b>3,073,521</b>                    |

**Principal actuarial assumptions as at the balance sheet date:**

| Particulars       | (Amount in ₹)          |                        |
|-------------------|------------------------|------------------------|
|                   | As at<br>31 March 2015 | As at<br>31 March 2014 |
| Discount Rate     | 7.99%                  | 9.10%                  |
| Salary escalation | 7%                     | 5%                     |
| Attrition Rate    | 11%                    | 2%                     |

**INVENTURE GROWTH & SECURITIES LIMITED**


Notes forming part of the financial statements

Note 33 Related Party Disclosures

 The following details give the information pursuant to Accounting Standard (AS) 18 "Related Party D  
 (a) Name of the Related Parties and the Nature of Relationship

| Name of the Related Parties                        | Nature of Relationship                               |
|--|--|
| Inventure Finance Private Limited                  | Subsidiary Company                                   |
| Inventure Insurance Broking Private Limited        | Subsidiary Company                                   |
| Inventure Commodities Limited                      | Subsidiary Company                                   |
| Inventure Wealth Management Limited                | Subsidiary Company                                   |
| Inventure Merchant Banker Services Private Limited | Subsidiary Company                                   |
| Nagji Keshavji Rita                                | Director and Key Management Personnel                |
| Kanji B. Rita                                      | Director and Key Management Personnel                |
| Virendra Dudhnath Singh                            | Director and Key Management Personnel                |
| Kamlesh S Limbachiya                               | Director and Key Management Personnel                |
| Arvind J. Gala                                     | Key Management Personnel                             |
| Jayshree Nagji Rita                                | Relative of Director                                 |
| Kiran Virendra Singh                               | Relative of Director                                 |
| Shraddha V. Singh                                  | Relative of Director                                 |
| Vaibhav N. Rita                                    | Relative of Director                                 |
| Meet K. Rita                                       | Relative of Director                                 |
| Neeta Mukesh Gada                                  | Relative of Director                                 |
| Kalavati K. Limbachiya                             | Relative of Director                                 |
| Manjulaben S. Limbachiya                           | Relative of Director                                 |
| Sagar K. Limbachiya                                | Relative of Director                                 |
| Kunjai A. Gala                                     | Relative of Key Management Personnel                 |
| Arvind J. Gala HUF                                 | Relative of Key Management Personnel                 |
| Nagji K. Rita HUF                                  | Enterprises significantly influenced by the Director |
| Keshavji M. Rita HUF                               | Enterprises significantly influenced by the Director |
| Virendra Dudhnath Singh HUF                        | Enterprises significantly influenced by the Director |
| Kamlesh S Limbachiya HUF                           | Enterprises significantly influenced by the Director |
| Synergy Moneycontrol Pvt. Ltd.                     | Enterprises significantly influenced by the Director |
| Keshvi Developers Pvt. Ltd.                        | Enterprises significantly influenced by the Director |
| Kenorita Realty LLP                                | Enterprises significantly influenced by the Director |

(b) Details of Related Party transactions during the year ended 31 March 2015

(Amount in ₹)

| Particulars                    | Subsidiaries  | Directors & Key Management Personnel | Relatives of Directors & Key Management Personnel | Enterprises significantly influenced by the Directors/Relatives | Total         |
|--------------------------------|---------------|--------------------------------------|---|---|---------------|
| Investment in Equity Shares    | -             | -                                    | -   | -   | -             |
| Salary/Remuneration paid       | (175,920)     | (-)                                  | (-)   | (-)   | (175,920)     |
| Loans & Advances given         | -             | 4,050,000                            | -   | -   | 4,050,000     |
| Loans & Advances received back | (-)           | (2,101,613)                          | (240,000)   | (-)   | (2,341,613)   |
| Security Deposit Repaid        | 110,350,000   | -                                    | -   | -   | 110,350,000   |
| Loans Repaid                   | (291,300,000) | (-)                                  | (-)   | (-)   | (291,300,000) |
| Interest Paid                  | 283,650,000   | -                                    | -   | -   | 283,650,000   |
| Interest Received              | (118,000,000) | (-)                                  | (-)   | (-)   | (118,000,000) |
| Rent Received                  | (-)           | (-)                                  | (-)   | (1,100,000)   | (1,100,000)   |
| Rent Paid                      | (-)           | (300,000)                            | (600,000)   | (-)   | (900,000)     |
| Deposit for Lease premises     | (-)           | (42,041)                             | (84,082)  | (155,959)   | (282,082)     |
| Brokerage Received             | 4,844,779     | (-)                                  | (-)   | (-)   | 4,844,779     |
| Delayed Payment Charges        | (2,390,827)   | (-)                                  | (-)   | (-)   | (2,390,827)   |
| Sub-brokerage Paid             | (185,000)     | (-)                                  | (-)   | (-)   | (185,000)     |
| Outstanding Credit Balance     | (-)           | (78,000)                             | (1,680,000)                                       | 1,000,000   | 1,000,000     |
|                                | (-)           | (-)                                  | (-)   | (560,000)   | (2,318,000)   |
|                                | (-)           | (-)                                  | (-)   | 200,000   | 200,000       |
|                                | (-)           | (-)                                  | (-)   | (-)   | (-)           |
|                                | (-)           | 355,748                              | 77,485  | 265,347   | 698,580       |
|                                | (-)           | (-)                                  | (-)   | (-)   | (-)           |
|                                | (-)           | 54,729                               | 71,030  | 19,925  | 145,684       |
|                                | (-)           | (-)                                  | (-)   | (-)   | (-)           |
|                                | (-)           | (-)                                  | 61,454  | (-)   | 61,454        |
|                                | (-)           | (-)                                  | (-)   | (-)   | (-)           |

Figures in brackets relates to the previous year

**Notes forming part of the financial statements**

**Note 34 :** The accounts of the Trade Receivables and Trade Payables who have not responded to the Company's request for confirmation of balances, are subject to reconciliation, if any, required.

**Note 35 :** In accordance with the Company Policy, the company has reviewed the outstanding Trade Receivables and is in continuous process of working out different modalities of recovery. The Company has written off a sum of ₹ 31,63,344/- (Previous year ₹ 58,18,883/-) as bad debts and has also made a provision for bad debts of ₹ 9,12,014/- (Previous year ₹ 9,00,000/-) during the year, which in the opinion of the Management, is adequate.

**Note 36 Segment Reporting**

The Company's operations predominantly consist of "Broking of shares/securities and other related activities ". Hence there are no reportable segments under Accounting Standard -17. During the year under report the Company was engaged in its business only within India. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

**Note 37 :** There are no amounts payable to any Micro, Small and Medium Enterprises as identified by the Management from the information available with the Company and relied by Auditors.

**Note 38 :** Figures have been rounded off to nearest rupees.

As per our attached report of even date

For PHD & Associates

Chartered Accountants

Firm Registration No. 111236W

D. V. Vákharia

Partner

Membership No. 46115

Place : Mumbai

Date : 30 May 2015

For and on behalf of the Board of Directors

Nagji K. Rita

Chairman

Virendra D. Singh

Director

Kanji B. Rita

Director

Harilal B. Rita

Director

Kamlesh S. Limbachiya

Director

Deepak M. Vaishnav

Director

Dilip C. Shah

Director

Ajay K. Khera

Director

Bharat P. Shah

Director

Shilpa V. Solanki

Director

Arvind J. Gala

Chief Financial Officer

Bhavi R. Gandhi

Company Secretary

**INVENTURE GROWTH & SECURITIES LIMITED**

Cash Flow Statement for the year ended 31 March 2015



| Particulars  | For the year ended<br>31 March 2015 |              | For the year ended<br>31 March 2014 |               |
|--|-------------------------------------|--------------|-------------------------------------|---------------|
|  | ₹                                   | ₹            | ₹                                   | ₹             |
| <b>A. Cash Flow from Operating Activities</b>  |                                     |              |                                     |               |
| Net Profit before exceptional item and tax   |                                     | 16,750,523   |                                     | 93,036        |
| <b>Adjustment for :</b>  |                                     |              |                                     |               |
| Depreciation and amortisation  | 11,920,250                          |              | 8,547,586                           |               |
| Finance costs  | 20,893,736                          |              | 20,422,858                          |               |
| Interest income  | (52,684,585)                        |              | (27,772,099)                        |               |
| Dividend income  | (488,028)                           |              | (813,207)                           |               |
| Provision for defined employee benefits  | 3,381,318                           |              | (40,773)                            |               |
| Loss on sale of Investment   | 229,729                             |              | 19,234,129                          |               |
| Provision for Bad Debts  | 912,014                             |              | 900,000                             |               |
| Bad debts  | 3,154,329                           |              | 5,818,883                           |               |
| Profit on Sale of Fixed assets   | (24,295,464)                        |              | (1,518,662)                         |               |
|  |                                     | (36,976,701) |                                     | 24,778,715    |
| <b>Operating profit before working capital changes</b>                               |                                     | (20,226,178) |                                     | 24,871,751    |
| <b>Adjustments for :</b>   |                                     |              |                                     |               |
| Trade receivables  | 78,064,893                          |              | 136,647,848                         |               |
| Inventories  | (18,418,613)                        |              | 41,722,591                          |               |
| Long term Loans and advances   | 49,732,794                          |              | 9,146,185                           |               |
| Short term Loans and advances  | 18,392,345                          |              | (4,384,372)                         |               |
| Other Current assets   | (357,973)                           |              | (2,224,126)                         |               |
| Trade payables   | (14,946,983)                        |              | (190,776,905)                       |               |
| Other Current liabilities  | (12,725,518)                        |              | (96,462,304)                        |               |
|  |                                     | 99,740,945   |                                     | (106,331,083) |
| <b>Cash generated from operations</b>  |                                     | 79,514,767   |                                     | (81,459,332)  |
| Direct Taxes paid (Net of refunds)   |                                     | (11,810,119) |                                     | (3,870,638)   |
| <b>Net cash flow from/(used in) operating activities</b>                             |                                     | 67,704,648   |                                     | (85,329,970)  |
| Add: Exceptional Item (net)  |                                     | 24,295,464   |                                     | -             |
| <b>Net cash flow from/(used in) operating activities after Exceptional Item (A)</b>  |                                     | 92,000,112   |                                     | (85,329,970)  |
| <b>B. Cash Flow from Investing Activities</b>  |                                     |              |                                     |               |
| Purchase of fixed assets   | (1,704,939)                         |              | (952,317)                           |               |
| Proceeds from sale of fixed assets   | 24,750,000                          |              | 3,770,251                           |               |
| Fixed deposits with banks with original maturity of more than three months - placed  | (527,010,601)                       |              | (162,675,000)                       |               |
| Fixed deposits with banks with original maturity of more than three months - matured | 209,742,817                         |              | 279,928,000                         |               |
| Investments in subsidiary companies  | -                                   |              | (175,920)                           |               |
| Purchase of other non-current investments  | -                                   |              | (22,958,972)                        |               |
| Proceeds from sale of long-term investments  | 12,458,528                          |              | 9,395,898                           |               |
| Dividend income  | 488,028                             |              | 813,207                             |               |
| Interest Received  | 48,603,532                          |              | 27,978,730                          |               |
| Advances / (Repayment) to /from Subsidiaries (Net)                                   | 175,451,744                         |              | (175,451,744)                       |               |
| <b>Net cash flow used in investing activities (B)</b>                                |                                     | (57,220,891) |                                     | (40,327,867)  |
| <b>C. Cash Flow from Financing Activities</b>  |                                     |              |                                     |               |
| Repayment of long term borrowings  | (50,824,996)                        |              | (10,052,260)                        |               |
| Proceeds / (Repayment) of short term borrowings                                      | 44,155,179                          |              | 8,251,617                           |               |
| Finance costs  | (20,893,736)                        |              | (20,422,858)                        |               |
| <b>Net cash flow used in financing activities (C)</b>                                |                                     | (27,563,553) |                                     | (22,223,501)  |
| <b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>                  |                                     | 7,215,668    |                                     | (147,881,338) |
| Cash and cash equivalents at the beginning of the year                               |                                     | 15,122,283   |                                     | 163,003,621   |
| <b>Cash and cash equivalents at the end of the year</b>                              |                                     | 22,337,951   |                                     | 15,122,283    |



**Cash Flow Statement for the year ended 31 March 2015**

**Notes:**

- 1 Cash and Cash Equivalents are as under:

| Particulars         | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---------------------|-----------------------------|-----------------------------|
| Cash in hand        | 11,212                      | 34,112                      |
| In Current Accounts | 22,326,739                  | 15,088,171                  |
|                     | <b>22,337,951</b>           | <b>15,122,283</b>           |

- 2 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard -3 on "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
- 3 Previous year's figures have been regrouped/rearranged wherever necessary to conform to the current year's presentation.

**As Per Our Attached Report Of Even Date**

For PHD & Associates

Chartered Accountants

Firm Registration No. 111236W

D. V. Vakharia

Partner

Membership No. 46115

Place: Mumbai

Date : 30 May 2015

For and on behalf of the Board of Directors

Nagji K Rita

Chairman

Virendra D Singh

Director

Kanji B Rita

Director

Harilal B. Rita

Director

Kamlesh Limbachiya

Director

Deepak M. Vaishnav

Director

Dilip C. Shah

Director

Ajay Khera

Director

Bharat P Shah

Director

Shilpa V Solanki

Director

Arvind J Gala

Chief Financial Officer

Bhavi R Gandhi

Company Secretary

**INDEPENDENT AUDITORS' REPORT****TO THE MEMBERS OF INVENTURE GROWTH & SECURITIES LIMITED  
REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying consolidated financial statements of Inventure Growth & Securities Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, Consolidated Cash Flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (particularly Accounting Standard 21, Consolidated Financial Statements). The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiaries companies, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.

2. As required by sub section 3 of Section 143 of the Act, based on our audit we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary Companies as on 31st March, 2015 taken on record by the Board of Directors of the respective companies, none of the directors of the Group companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 27 to the consolidated financial statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

**For PHD & Associates**

Chartered Accountants

Firm Registration No.111236W

D. V. Vakharia

Partner

Membership No.: 46115

Mumbai

30 May 2015

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS.**

Our reporting on the Order includes five subsidiary companies incorporated in India.

- i) In respect of the fixed assets of the Company and its subsidiaries:
  - (a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management of the respective entities in accordance with a regular programme of verification which, in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii) In respect of the inventories of the Company and its subsidiaries:
  - (a) The inventory being stock-in-trade of securities (all held in dematerialized form) has been verified during the year by the management of the respective entities with the holding certificates from the respective depositories. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the respective Management were reasonable and adequate in relation to the size of the Company and its respective subsidiaries and the nature of their business.
  - (c) In our opinion and according to the information and explanations given to us, the Company and its subsidiaries have maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii) In respect of the loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
  - (a) The terms of loans do not stipulate any repayment schedule and the loans are repayable on demand. The interest thereon has been received regularly as stipulated.
  - (b) In respect of the said loans and interest thereon, there are no overdue amounts.

The Subsidiary Companies have not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv) In our opinion and according to the information and explanations given to us, there is an respective adequate internal control system commensurate with the size of the Company and its subsidiaries and the nature of their business with regard to purchase of securities, fixed assets and for the sale of securities and services. The activities of the Company and its subsidiaries do not involve sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- v) In our opinion and according to the information and explanations given to us, the Company and its subsidiaries have not accepted deposits during the year and do not have any unclaimed deposits. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company and its subsidiaries.
- vi) The provisions of clause 3 (vi) of the Order are not applicable to the Company and its subsidiaries as the respective entities are not covered by the Companies (Cost Records and Audit) Rules, 2014.

In respect of statutory dues:

- (a) According to the records of the Company and its subsidiaries, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
  - (b) There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Cess which have not been deposited as on March 31, 2015 on account of disputes.
  - (c) According to the records of the Company and its subsidiaries, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- viii) The Group does not have accumulated losses. The Group has not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
- ix) In our opinion and according to the information and explanations given to us, the Company and its subsidiaries have not defaulted in repayment of dues to any financial institution, bank or debenture holders.
- x) In our opinion and according to the information and explanations given to us, the Company and its subsidiaries have not given guarantees for loans taken by others from banks and financial institutions. Therefore, the provisions of the clause 3 (x) of the Order are not applicable to the Group.
- xi) The Company has applied the term loans for the purposes for which the loans were obtained. The subsidiary companies did not avail any term loan during the year.
- xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and its subsidiaries and no material fraud on the Company and its subsidiaries has been noticed or reported during the year.

**For PHD & Associates**  
Chartered Accountants  
Firm Registration No.111236W

D. V. Vakharia  
Partner  
Membership No.: 46115  
Mumbai  
30 May 2015

## Consolidated Balance Sheet as at 31 March 2015

| Particulars  | Note No. | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|----------|-----------------------------|-----------------------------|
| <b>EQUITY AND LIABILITIES</b>  |          |                             |                             |
| <b>Shareholders' Funds</b>   |          |                             |                             |
| (a) Share Capital  | 3        | 840,000,000                 | 840,000,000                 |
| (b) Reserves and Surplus   | 4        | 964,890,129                 | 862,674,779                 |
|  |          | <b>1,804,890,129</b>        | <b>1,702,674,779</b>        |
| <b>Minority Interest</b>   |          | 27,377                      | 27,183                      |
| <b>Non-Current Liabilities</b>   |          |                             |                             |
| (a) Long-Term Borrowings   | 5        |                             | 54,663,473                  |
| (b) Deferred Tax Liabilities (Net)   | 6        | 16,578,984                  | 5,641,373                   |
| (c) Long-Term Provisions   | 7        | 37,260,841                  | 22,516,648                  |
|  |          | <b>53,839,825</b>           | <b>82,821,494</b>           |
| <b>Current Liabilities</b>   |          |                             |                             |
| (a) Short-Term Borrowings  | 8        | 357,109,772                 | 161,949,676                 |
| (b) Trade Payables   | 9        | 131,424,074                 | 127,170,189                 |
| (c) Other Current Liabilities  | 10       | 135,497,199                 | 152,469,695                 |
| (d) Short-Term Provisions  | 11       | 3,127,252                   | 2,518,436                   |
|  |          | <b>627,158,297</b>          | <b>444,107,996</b>          |
| <b>Total</b>   |          | <b>2,485,915,628</b>        | <b>2,229,631,452</b>        |
| <b>ASSETS</b>  |          |                             |                             |
| <b>Non-Current Assets</b>  |          |                             |                             |
| (a) Fixed Assets   | 12       |                             |                             |
| (i) Tangible Assets  |          | 100,616,454                 | 111,336,291                 |
| (ii) Intangible Assets   |          | 1,139,874                   | 2,232,507                   |
|  |          | <b>101,756,328</b>          | <b>113,568,798</b>          |
| (b) Goodwill on Consolidation  |          | 14,915,864                  | 14,915,864                  |
| (c) Non-Current Investments  | 13       | 155,792,358                 | 174,148,870                 |
| (d) Deferred Tax Asset (Net)   | 6        | 10,826,970                  |                             |
| (e) Long-Term Loans and Advances   | 14       | 189,515,300                 | 247,881,497                 |
| (f) Other Non-Current Assets   | 15       | 181,250,000                 | 20,104,197                  |
|  |          | <b>654,056,820</b>          | <b>570,619,226</b>          |
| <b>Current Assets</b>  |          |                             |                             |
| (a) Inventories  | 16       | 29,697,976                  | 46,713,559                  |
| (b) Trade Receivables  | 17       | 442,714,889                 | 572,784,345                 |
| (c) Cash and Cash Equivalents  | 18       | 481,418,957                 | 309,882,394                 |
| (d) Short-Term Loans and Advances  | 19       | 865,635,912                 | 721,711,281                 |
| (e) Other Current Assets   | 20       | 12,391,074                  | 7,920,647                   |
|  |          | <b>1,831,858,808</b>        | <b>1,659,012,226</b>        |
| <b>Total</b>   |          | <b>2,485,915,628</b>        | <b>2,229,631,452</b>        |
| <b>Significant Accounting Policies</b>   | 2        |                             |                             |
| <b>The accompanying notes are an integral part of the financial statements</b> |          |                             |                             |

As per our attached report of even date

For PHD &amp; Associates

Chartered Accountants

Firm Registration No. 111236W

D. V. Vakharia

Partner

Membership No. 46115

Place : Mumbai

Date : 30 May 2015

For and on behalf of the Board of Directors

Nagji K. Rita Chairman

Virendra D. Singh Director

Kanji B. Rita Director

Harilal B. Rita Director

Kamlesh S. Limbachiya Director

Deepak M. Vaishnav Director

Dilip C. Shah Director

Ajay K. Khera Director

Bharat P. Shah Director

Shilpa V. Solanki Director

Arvind J. Gala Chief Financial Officer

Bhavi R. Gandhi Company Secretary

Consolidated Statement of Profit and Loss for the year ended 31st March 2015

| Particulars  | Note No. | For the year ended 31 March 2015<br>₹              | For the year ended 31 March 2014<br>₹ |
|--|----------|--|---------------------------------------|
| Revenue From Operations  | 21       | 268,259,455  | 190,324,866                           |
| Other Income   | 22       | 76,538,614   | 17,396,481                            |
| <b>Total Revenue</b>   |          | <b>344,798,069</b>                                 | <b>207,721,347</b>                    |
| <b>Expenses</b>  |          |  |                                       |
| (a) Employee Benefit Expenses  | 23       | 54,422,206   | 46,335,362                            |
| (b) Finance Costs  | 24       | 47,371,567   | 30,222,833                            |
| (c) Depreciation and Amortisation Expense                                | 12       | 13,062,873   | 9,652,437                             |
| (d) Other Expenses   | 25       | 121,788,769  | 120,966,803                           |
| <b>Total Expenses</b>  |          | <b>236,645,415</b>                                 | <b>207,177,435</b>                    |
| <b>Profit Before Exceptional Item and Tax</b>                            |          | <b>108,152,654</b>                                 | <b>543,912</b>                        |
| <b>Exceptional Items:</b>  |          |  |                                       |
| Profit on Sale of Office Premises  |          | 24,295,464   | -                                     |
| Provision for diminution in value of Non-Current Investment              |          | (5,530,560)  | -                                     |
| <b>Profit Before Tax</b>   |          | <b>126,917,558</b>                                 | <b>543,912</b>                        |
| <b>Tax Expenses:</b>   |          |  |                                       |
| (a) Current Tax  |          | 30,398,730   | 9,131,000                             |
| Less: MAT Credit Entitlement   |          | (5,855,730)  | -                                     |
| Net Current Tax  |          | 24,543,000   | 9,131,000                             |
| (b) Deferred Tax   |          | 110,641  | (6,413,849)                           |
| (c) Income Tax for Earlier year  |          | 48,374   | -                                     |
|  |          | 24,702,015   | 2,717,151                             |
| <b>Profit/(Loss) for the Year before Minority Interest</b>               |          | <b>102,215,543</b>                                 | <b>(2,173,240)</b>                    |
| Less: Share of Profit transferred to Minority Interest                   |          | 194  | 464                                   |
| <b>Net Profit/(Loss) for the Year after Minority Interest</b>            |          | <b>102,215,349</b>                                 | <b>(2,173,704)</b>                    |
| <b>Earnings per equity share of Nominal Value of ₹ 10/- each</b>         | 28       |  |                                       |
| (a) Basic  |          | 1.22   | (0.03)                                |
| (b) Diluted  |          | 1.22   | (0.03)                                |
| <b>Significant Accounting Policies</b>                                   | 2        |  |                                       |
| The accompanying notes are an integral part of the financial statements. |          |  |                                       |
| <b>As per our attached report of even date</b>                           |          |  |                                       |
| <b>For PHD &amp; Associates</b>  |          | <b>For and on behalf of the Board of Directors</b> |                                       |
| <b>Chartered Accountants</b>   |          |  |                                       |
| <b>Firm Registration No. 111236W</b>                                     |          |  |                                       |
| <b>D. V. Vakharia</b>  |          | <b>Nagji K. Rita</b> Chairman                      |                                       |
| <b>Partner</b>   |          | <b>Virendra D. Singh</b> Director                  |                                       |
| <b>Membership No. 46115</b>  |          | <b>Kanji B. Rita</b> Director                      |                                       |
|  |          | <b>Harilal B. Rita</b> Director                    |                                       |
|  |          | <b>Kamlesh S. Limbachiya</b> Director              |                                       |
|  |          | <b>Deepak M. Vaishnav</b> Director                 |                                       |
|  |          | <b>Dilip C. Shah</b> Director                      |                                       |
|  |          | <b>Ajay K. Khara</b> Director                      |                                       |
|  |          | <b>Bharat P. Shah</b> Director                     |                                       |
|  |          | <b>Shilpa V. Solanki</b> Director                  |                                       |
| <b>Place : Mumbai</b>  |          | <b>Arvind J. Gala</b> Chief Financial Officer      |                                       |
| <b>Date : 30 May 2015</b>  |          | <b>Bhavi R. Gandhi</b> Company Secretary           |                                       |

**Notes forming part of the Consolidated financial statements**

**Note 1 Corporate Information**

The consolidated financial statements relate to Inventure Growth & Securities Limited (the company) and its subsidiaries (together 'the group'). The Company was incorporated on 22 June 1995. The company is presently having membership of various Exchanges and is in the business of providing Stock Broking and other related services. The Subsidiary Companies are involved in Commodity Broking, Financing, Merchant Banking & other related activities.

**Note 2 Significant Accounting Policies**

**(a) Basis of accounting and preparation of financial statements**

The financial statements have been prepared on a going concern and on accrual basis, under the historical cost convention and in accordance with the generally accepted accounting principles, the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government and relevant provisions of the Companies Act 1956 and Companies Act 2013, to the extent applicable.

**(b) Principles of consolidation**

The consolidated financial statements have been prepared on the following basis:

- 1 The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS 21) - Consolidated Financial Statements'.
- 2 The Consolidated Financial Statements are based on the audited financial statements of the company & its subsidiary companies for the year ended 31 March 2015.
- 3 The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the holding company's financial statements.
- 4 The Financial Statement of the holding company and its subsidiaries have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. On consolidation all intra company balances and transactions have been eliminated as far as possible.
- 5 The excess of cost over the company's investments in the subsidiary company is recognised in the consolidated financial statements as goodwill. The excess of company's share in equity and reserves of the subsidiary company over the cost of acquisition is treated as capital reserve.
- 6 Minority interest in the net income and net assets of the Subsidiary Companies is computed and disclosed separately.
- 7 The subsidiaries considered in the preparation of these financial statements and the shareholding of the holding company in them are as follows:

| Particulars                                 | Inventure Commodities Limited | Inventure Wealth Management Limited | Inventure Finance Private Limited | Inventure Insurance Broking Private Limited | Inventure Merchant Banker Services Private Limited |
|---|-------------------------------|-------------------------------------|-----------------------------------|---|--|
| Country of Incorporation                    | India                         | India                               | India                             | India                                       | India  |
| % of ownership interest as at 31 March 2015 | 99.97%                        | 99.99%                              | 100.00%                           | 100.00%                                     | 100.00%  |
| Period included in consolidation            | 01/04/2014 to 31/03/2015      | 01/04/2014 to 31/03/2015            | 01/04/2014 to 31/03/2015          | 01/04/2014 to 31/03/2015                    | 01/04/2014 to 31/03/2015                           |

**(c) Use of Estimates**

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumption that affect the reported amount of assets, liabilities, revenues & expenses and disclosure of contingent assets & liabilities. The estimates & assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements. Actual results may defer from the estimates & assumptions used in preparing the accompanying Financial Statements. Any differences of actual results to such estimates are recognised in the year in which the results are known / materialised.



## Notes forming part of the Consolidated financial statements

**(d) Revenue Recognition**

- 1 Income from brokerage activities is recognized as income as per contracted rates on the execution of transactions on behalf of the clients.
- 2 Interest and other dues are accounted for on accrual basis except in the case of non-performing assets ("NPAs") where it is recognised upon realisation, as per the income recognition and asset classification norms prescribed by the RBI. Front end fees on processing of loans are recognised upfront as income.
- 3 Advisory Fees are recognised when reasonable right of recovery is established/ revenue can be reliably measured and are accounted on accrual basis.
- 4 Income from arbitrage operations and trading in securities and derivatives comprises of profit/loss on sale of securities held as stock-in-trade and profit/loss on derivative instruments.
- 5 Profit/loss earned on sale of investments is recognised on trade date basis.
- 6 Dividend income is recognised when the right to receive payment is established.
- 7 In respect of other heads of income, the Company accounts the same on accrual basis.

**(e) Fixed Assets**

Fixed assets are stated at cost less depreciation/amortization. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

**(f) Depreciation / Amortization**

Tangible fixed assets are depreciated on straight line basis as per useful life prescribed in schedule II of the Companies Act, 2013. Intangible assets are amortized on a straight line basis over a period having regard to their useful economic life and estimated residual value in accordance with Accounting Standard (AS) 26 "Intangible Assets". Computer Softwares are amortized over a period of 4 years. Bombay Stock Exchange Membership is amortized over a period of 15 years, having regard to the nature and long term economic life of the asset. MCX Membership and Merchant banking licence is amortized over a period of 4 years, having regard to the nature and useful economic life of the asset.

**(g) Inventories**

Shares and Securities acquired for sale in the ordinary course of business are considered as stock - in - trade, and are valued at lower of cost or market value as at the year end.

**(h) Investments**

Non-Current Investments are carried at cost. Provision for diminution in the value of Non-Current Investments is made only if such a decline is other than temporary in the opinion of the management. Current Investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments. On disposal of investments the difference between its carrying amounts and net disposal proceeds is charged or credited to the Statement of Profit and Loss. Profit or loss on sale of investments is determined on a First-in-First-out (FIFO) basis.

**(i) Securities Transaction Tax**

Securities Transaction Tax related to the company's own transactions in shares & securities are charged to Statement of Profit & Loss.

**(j) Borrowing Costs**

Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are included to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are charged to revenue.

**(k) Share Issue Expense**

Expenses incurred in connection with issue of share capital are adjusted against Securities Premium Account in the year in which shares are issued.

## Notes forming part of the Consolidated financial statements

**(l) Employees Retirement Benefits****1 Provident Fund**

The Company contributes to a recognized provident fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognized in the Statement of Profit & Loss.

**2 Gratuity**

The employees of the Company are eligible for Gratuity in accordance with the Payment of Gratuity Act, and is a Defined Employee Benefit. The above benefit is not funded but provision is made in the accounts.

The present value of the obligation under such benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method which recognizes each period of service that give rise to additional unit of employee benefit entitlement and measures each unit separately to built up the final obligation.

Actuarial gains and losses are recognized immediately in the Statement of Profit & Loss.

**3 Compensated Leave**

Unutilized leave of staff lapses as at the year end and is not encashable. Accordingly, no provision is made for compensated absences.

**(m) Equity Index/Stock - Futures :**

Equity Index/Stock Futures are marked-to-market on a daily basis. Debit or credit balance disclosed under Loans and advances or Current liabilities, respectively, in the "Mark-to-Market Margin - Equity Index/Stock Futures Account", represents the net amount paid or received on the basis of movement in the prices of Index/Stock Futures till the balance sheet date.

As on the Balance Sheet date, the profit/ loss on open position in Index/Stock futures are accounted for as follows:

- 1 Credit balance in the "Mark-to-Market Margin-Equity Index/Stock Futures Account", being anticipated profit, is ignored and no credit is taken in the Statement of Profit & Loss.
- 2 Debit balance in the "Mark-to-Market Margin-Equity Index/Stock Futures Account", being anticipated loss, is recognized in the Statement of Profit & Loss.

On final settlement or squaring up of contracts for equity index/stock futures, the profit or loss is calculated as difference between settlement/squaring up price and contract price. Accordingly, debit or credit balance pertaining to the settlement/squared up contract in "Mark-to-Market Margin Equity Index/Stock Futures Account" is recognized in the Statement of Profit & Loss upon expiry of the contracts.

"Initial Margin - Equity Index/Stock Futures Account", representing initial margin paid, for entering into contracts for Equity Index/Stock Futures, which are released on final settlement/squaring-up of underlying contracts, is disclosed as under Loans and advances.

**(n) Equity Index/Stock - Options :**

"Equity Index/Stock Option Premium Account" represents premium paid or received for buying or selling the options, respectively.

**(p) Taxation**

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year).

**Deferred Taxation**

The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

**(p) Impairment of Assets**

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generated unit to which the asset belongs, is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

**(q) Provisions, Contingent Liabilities & Contingent Assets**

Contingent liabilities, if material, are disclosed by way of notes, contingent assets are not recognized or disclosed in the financial statements. A provision is recognized when an enterprise has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation.

Notes forming part of the Consolidated financial statements

Note 3 Share Capital

| Particulars  | As at<br>31 March 2015 | As at<br>31 March 2014 |
|--|------------------------|------------------------|
|  | ₹                      | ₹                      |
| <b>Authorised</b>                                      |                        |                        |
| 100,000,000 (100,000,000) Equity Shares of ₹ 10/- each | 1,000,000,000          | 1,000,000,000          |
| <b>Issued</b>  |                        |                        |
| 84,000,000 (84,000,000) Equity Shares of ₹ 10/- each   | 840,000,000            | 840,000,000            |
| <b>Subscribed and fully paid up</b>                    |                        |                        |
| 84,000,000 (84,000,000) Equity Shares of ₹ 10/- each   | 840,000,000            | 840,000,000            |
| <b>Total</b>   | <b>840,000,000</b>     | <b>840,000,000</b>     |

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars                        | As at 31 March 2015 |             | As at 31 March 2014 |             |
|------------------------------------|---------------------|-------------|---------------------|-------------|
|                                    | No. of Shares       | ₹           | No. of Shares       | ₹           |
| At the beginning of the year       | 84,000,000          | 840,000,000 | 84,000,000          | 840,000,000 |
| Outstanding at the end of the year | 84,000,000          | 840,000,000 | 84,000,000          | 840,000,000 |

(b) The Company has one class of Equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for 1 vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend. In event of liquidation the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholdings.

(c) Details of shareholders holding more than 5% shares in the company:

| Name of Shareholder                     | As at 31 March 2015 |                                   | As at 31 March 2014 |                                   |
|---|---------------------|-----------------------------------|---------------------|-----------------------------------|
|   | No. of Shares held  | % holding in that class of shares | No. of Shares held  | % holding in that class of shares |
| Equity shares of ₹ 10/- each fully paid |                     |                                   |                     |                                   |
| Nagji K Rita                            | 11,500,000          | 13.69                             | 18,200,000          | 21.67                             |
| Kanjji B. Rita                          | 10,664,327          | 12.70                             | 2,964,448           | 3.53                              |
| Usha Atul Shah                          | 4,444,440           | 5.29                              | 4,444,440           | 5.29                              |
| Keshvi Developers Pvt Ltd               | 4,100,000           | 4.88                              | 5,763,889           | 6.86                              |
| Jayshree N. Rita                        | -                   | -                                 | 7,110,516           | 8.46                              |

(d) Aggregate number of Bonus shares issued during the period of 5 years immediately preceding the reporting date:

(i) 7,000,000 Equity shares of ₹ 10/- each were issued as Bonus shares by way of capitalisation of ₹ 70,000,000 out of General Reserves during the Financial Year 2009-10.

(ii) 63,000,000 Equity shares of ₹ 10/- each were issued as Bonus shares by way of capitalisation of ₹ 630,000,000 out of Securities Premium during the Financial Year 2012-13.

## Notes forming part of the Consolidated financial statements

## Note 4 Reserves and Surplus

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Capital Reserve</b>   |                             |                             |
| Opening Balance  | 2,025,000                   | 2,025,000                   |
| Closing Balance  | 2,025,000                   | 2,025,000                   |
| <b>Securities Premium Account</b>                                |                             |                             |
| Opening Balance  | 81,163,081                  | 81,163,081                  |
| Closing Balance  | 81,163,081                  | 81,163,081                  |
| <b>Statutory Reserve</b>   |                             |                             |
| Opening Balance  | 17,692,625                  | 17,692,625                  |
| Add: Transfer from surplus balance in Statement of Profit & Loss | 14,500,000                  | -                           |
| Closing Balance  | 32,192,625                  | 17,692,625                  |
| <b>Taxation Reserve</b>  |                             |                             |
| Opening Balance  | 12,500,000                  | 12,500,000                  |
| Closing Balance  | 12,500,000                  | 12,500,000                  |
| <b>General Reserve</b>   |                             |                             |
| Opening Balance  | 574,821,877                 | 574,821,877                 |
| Closing Balance  | 574,821,877                 | 574,821,877                 |
| <b>Surplus balance in Statement of Profit and Loss</b>           |                             |                             |
| Opening balance  | 174,472,197                 | 176,645,309                 |
| Add: Adjustment arising on consolidation                         | -                           | 591                         |
| Add: Profit/(Loss) for the year                                  | 102,215,349                 | (2,173,704)                 |
| Less: Transfer to Statutory Reserve                              | 14,500,000                  | -                           |
| Closing Balance  | 262,187,546                 | 174,472,196                 |
| <b>Total</b>   | <b>964,890,129</b>          | <b>862,674,779</b>          |

**INVENTURE GROWTH & SECURITIES LIMITED**

 Notes forming part of the Consolidated financial statements  
 Note 5 Long-Term Borrowings


| Particulars        | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--------------------|-----------------------------|-----------------------------|
| <b>Secured</b>     |                             |                             |
| Term loans         |                             |                             |
| From bank          | -                           | 44,194,634                  |
| From other parties | -                           | 10,468,839                  |
| <b>Total</b>       | -                           | <b>54,663,473</b>           |

(a) Details of security and terms of repayment for the other secured long term borrowings:

| Particulars                         | Security and terms of repayment   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|-------------------------------------|---|-----------------------------|-----------------------------|
| <u>Term loan from Bank:</u>         |   |                             |                             |
| ICICI Bank Limited                  | (i) Secured against the premises<br>(ii) Rs 1,42,77,420/- outstanding on 31-03-2015 is repayable in 12 monthly installments, last installment being due in March 2016. (Refer Note c below)<br>(iii) Rate of interest is ranging from 12.00% to 12.25% p.a. | -                           | 43,373,337                  |
| ICICI Bank Limited                  | (i) Secured against Car<br>(ii) Repayable in 21 monthly installments, last installment being due in December 2015.<br>(iii) Rate of interest : 9.75% p.a.   | -                           | 821,297                     |
| <u>Term loan from other parties</u> |   |                             |                             |
| ICICI Home Finance Co. Limited      | (i) Secured against the premises<br>(ii) The loan was repayable in 82 monthly installments, last installment being due in January 2021, however the same is repaid before its due date.   | -                           | 10,468,839                  |

(b) Secured long term borrowings of ₹ Nil/- (Previous year ₹ 53,842,176/-) are personally guaranteed by some of the directors of the Company.

(c) Current maturities of Term loans from ICICI Bank Limited and ICICI Home Finance Limited amounting to ₹ 1,50,98,717/- (Previous Year ₹ 1,22,73,901/-) is disclosed under 'Other Current Liabilities' (Refer Note 10).

**Note 6 Deferred Tax Liabilities (Net)**

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Tax effect of items constituting deferred tax liability:</b>    |                             |                             |
| On difference between book balance and tax balance of fixed assets | 19,261,165                  | 13,666,572                  |
| <b>Tax effect of items constituting deferred tax assets:</b>       |                             |                             |
| Provision for gratuity   | (2,094,273)                 | (997,204)                   |
| Provision for Doubtful Debts                                       | (587,908)                   | (292,005)                   |
| <b>Deferred Tax Liability</b>                                      | <b>16,578,984</b>           | <b>12,377,363</b>           |
| <b>Tax effect of items constituting deferred tax liability:</b>    |                             |                             |
| On difference between book balance and tax balance of fixed assets | 182,675                     | -                           |
| <b>Tax effect of items constituting deferred tax assets:</b>       |                             |                             |
| Provision for Doubtful Debts                                       | (4,255,024)                 | -                           |
| Provision for Non Performing Assets                                | (6,273,578)                 | (6,735,990)                 |
| Provision for Standard Assets                                      | (481,043)                   | -                           |
| <b>Deferred Tax Assets</b>   | <b>(10,826,970)</b>         | <b>(6,735,990)</b>          |
| <b>Deferred Tax Liability (Net)</b>                                | <b>5,752,014</b>            | <b>5,641,373</b>            |

Notes forming part of the Consolidated financial statements

Note 7 Long- Term Provisions

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Provision for employee benefits</b>                   |                             |                             |
| Gratuity (Non funded)                                    | 4,810,227                   | 1,755,391                   |
| Provision for Non Performing Loan Assets (Refer note 19) | 19,336,039                  | 20,761,257                  |
| Provision for Doubtful Loan Assets (Refer note 19)       | 13,114,575                  | -                           |
| <b>Total</b>   | <b>37,260,841</b>           | <b>22,516,648</b>           |

Note 8 Short-Term Borrowings

| Particulars                                    | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Secured (Refer particulars given below)</b> |                             |                             |
| <b>Loans repayable on demand</b>               |                             |                             |
| From banks                                     | 357,109,772                 | 136,449,676                 |
| From other parties                             | -                           | 25,500,000                  |
| <b>Total</b>                                   | <b>357,109,772</b>          | <b>161,949,676</b>          |

Particulars of security for the secured short-term borrowings:

| Particulars                      | Nature of security   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|----------------------------------|--|-----------------------------|-----------------------------|
| <b>Loans repayable on demand</b> |  |                             |                             |
| <u>From banks:</u>               |  |                             |                             |
| Bank overdraft                   | Secured against Term Deposits  | 357,109,772                 | 136,449,676                 |
| <u>From other party:</u>         |  |                             |                             |
| Kotak Mahindra Prime Limited     | Secured pursuant to an agreement with the lender against collateral security of the client held by the company as a pledgee. | -                           | 25,500,000                  |
|                                  |  |                             | 25,500,000                  |

Note 9 Trade Payables

| Particulars    | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|----------------|-----------------------------|-----------------------------|
| Trade Payables | 131,424,074                 | 127,170,189                 |
| <b>Total</b>   | <b>131,424,074</b>          | <b>127,170,189</b>          |

## Notes forming part of the Consolidated financial statements

## Note 10 Other Current Liabilities

| Particulars   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| Current maturities of long term debt (Refer Note 5)   | 15,098,717                  | 12,273,901                  |
| Advances from clients   | -                           | 202,248                     |
| Security Deposit /Margin Money from clients   | 92,944,290                  | 116,388,806                 |
| Creditors for expenses  | 42,683                      | -                           |
| Statutory dues  | 541,093                     | 1,283,012                   |
| Other payables  | 26,870,416                  | 22,321,728                  |
| <b>Total</b>  | <b>135,497,199</b>          | <b>152,469,695</b>          |
| There is no amount due and outstanding to be paid to Investor Education and Protection Fund as at 31 March 2015 |                             |                             |

## Note 11 Short Term Provisions

| Particulars                     | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---------------------------------|-----------------------------|-----------------------------|
| Provision for employee benefits | -                           | -                           |
| Gratuity (Non Funded)           | 1,644,612                   | 1,318,130                   |
| Provision for Standard Assets   | 1,482,640                   | 1,200,306                   |
| <b>Total</b>                    | <b>3,127,252</b>            | <b>2,518,436</b>            |

**INVENTURE GROWTH & SECURITIES LTD**

Notes forming part of the Consolidated financial statements

## Note 12 Fixed Assets

(Amount in ₹)

| Fixed Assets                                   | Gross Block           |                  |                   |                        | Accumulated Depreciation/ Amortisation |                   |                   | Net Block              |                        |                        |
|--|-----------------------|------------------|-------------------|------------------------|--|-------------------|-------------------|------------------------|------------------------|------------------------|
|  | As at<br>1 April 2014 | Additions        | Deductions        | As at<br>31 March 2015 | As at<br>1 April 2014                  | For the year      | On disposal       | As at<br>31 March 2015 | As at<br>31 March 2015 | As at<br>31 March 2014 |
| <b>Tangible Assets</b>                         |                       |                  |                   |                        |  |                   |                   |                        |                        |                        |
| <b>Own Assets:</b>                             |                       |                  |                   |                        |  |                   |                   |                        |                        |                        |
| Office Premises                                | 78,197,993            | -                | 526,784           | 77,671,209             | 8,429,392                              | 1,295,509         | 72,248            | 9,652,653              | 68,018,556             | 69,768,601             |
| Furniture and Fixtures                         | 34,513,976            | 225,942          | 521,235           | 34,218,683             | 13,642,938                             | 3,417,039         | 521,235           | 16,538,742             | 17,679,941             | 20,871,038             |
| Vehicles                                       | 15,715,414            | -                | 613,702           | 15,101,712             | 6,831,384                              | 1,641,705         | 613,702           | 7,859,387              | 7,242,325              | 8,884,030              |
| Office Equipments                              | 9,669,913             | 311,766          | -                 | 9,981,679              | 3,333,679                              | 2,042,228         | 92,000            | 5,283,907              | 4,697,772              | 6,336,234              |
| Air Conditioners                               | 3,497,646             | 520,481          | -                 | 4,018,127              | 1,105,450                              | 693,737           | -                 | 1,799,187              | 2,218,940              | 2,392,196              |
| Computers                                      | 36,996,379            | 646,750          | 18,331,952        | 19,311,177             | 33,912,187                             | 2,880,022         | 18,239,952        | 18,552,257             | 758,920                | 3,084,192              |
| <b>Total</b>                                   | <b>178,591,321</b>    | <b>1,704,939</b> | <b>19,993,673</b> | <b>160,302,587</b>     | <b>67,255,030</b>                      | <b>11,970,240</b> | <b>19,539,137</b> | <b>59,686,133</b>      | <b>100,616,454</b>     | <b>111,336,291</b>     |
| Previous year                                  | 180,661,704           | 352,317          | 2,422,700         | 178,591,321            | 59,772,192                             | 7,653,949         | 171,111           | 67,255,030             | 111,336,291            | 120,889,512            |
| <b>Intangible Assets</b>                       |                       |                  |                   |                        |  |                   |                   |                        |                        |                        |
| <b>Own Assets:</b>                             |                       |                  |                   |                        |  |                   |                   |                        |                        |                        |
| Computer Softwares                             | 12,408,857            | -                | 1,520,531         | 10,888,326             | 11,511,809                             | 494,308           | 1,520,531         | 10,485,586             | 402,740                | 897,048                |
| Membership of Bombay Stock Exchange Limited    | 18,100,000            | -                | -                 | 18,100,000             | 18,100,000                             | -                 | -                 | 18,100,000             | -                      | -                      |
| Membership of Multi Commodity Exchange Limited | 1,060,000             | -                | -                 | 1,060,000              | 530,000                                | 265,000           | -                 | 795,000                | 265,000                | 530,000                |
| Merchant Banking Licence                       | 1,333,300             | -                | -                 | 1,333,300              | 527,841                                | 333,325           | -                 | 861,166                | 472,134                | 805,459                |
| <b>Total</b>                                   | <b>32,902,157</b>     | <b>-</b>         | <b>1,520,531</b>  | <b>31,381,626</b>      | <b>30,669,650</b>                      | <b>1,092,633</b>  | <b>1,520,531</b>  | <b>30,241,752</b>      | <b>1,139,874</b>       | <b>2,232,507</b>       |
| Previous year                                  | 32,302,157            | 600,000          | -                 | 32,902,157             | 28,671,162                             | 1,998,488         | -                 | 30,669,650             | 2,232,507              | 3,630,995              |



Notes forming part of the Consolidated financial statements

Note 13 Non-Current Investments

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| Investments (At cost less provision for other than temporary diminution, if any):          |                             |                             |
| <b>Trade (unquoted)</b>  |                             |                             |
| <b>Investment in equity shares, fully paid up</b>  |                             |                             |
| 1682 (26,182) Equity Shares of Bombay Stock Exchange Limited ₹1/- each                     | 129                         | 2,014                       |
|  | 129                         | 2,014                       |
| <b>Other than Trade Investments (Quoted)</b>   |                             |                             |
| <b>Investment in equity shares, fully paid up</b>  |                             |                             |
| 17,49,010 (17,49,010) Equity Shares of Gujarat Narmada Flyash Company Limited of ₹5/- each | 17,645,067                  | 17,645,067                  |
| 3,204,500 (3,229,500) Equity Shares of Sundaram Multipap Limited of ₹1/- each              | 49,124,985                  | 49,508,235                  |
| Nil (28000) Equity Shares of Taj GVK Hotels & Resorts Limited of ₹2/- each                 | -                           | 2,136,122                   |
| Nil (1,35,000) Equity Shares of PG Foils Limited of ₹10/- each                             | -                           | 10,550,250                  |
| 500,000 (500,000) Equity Shares of K D Trend Wear Limited of ₹10/- each.                   | 5,000,000                   | 5,000,000                   |
| <b>Other than Trade Investments (Unquoted)</b>   |                             |                             |
| 500,000 (500,000) Equity Shares of Greenvalue Agrofarms Limited of ₹10/- each              | 5,000,000                   | 5,000,000                   |
| 11,06,112 (12,00,000) Equity shares of Kelvin Fincap Limited of ₹5 each                    | 5,530,560                   | 6,000,000                   |
| Less: Provision for diminution in value of Investment                                      | (5,530,560)                 | -                           |
| <b>Other Investments (Unquoted)</b>  |                             |                             |
| Investment Property  | 79,022,177                  | 78,307,182                  |
|  | 155,792,229                 | 174,146,856                 |
| <b>Total</b>   | <b>155,792,358</b>          | <b>174,148,870</b>          |
| Aggregate amount of quoted investments   | 71,770,052                  | 84,839,674                  |
| Aggregate market value of quoted investments   | 199,002,396                 | 33,859,947                  |
| Aggregate amount of unquoted investments   | 84,022,306                  | 89,309,196                  |

**Notes forming part of the Consolidated financial statements**
**Note 14 Long Term Loans And Advances**

| Particulars                                     | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Unsecured, considered good</b>               |                             |                             |
| Deposits  |                             |                             |
| (a) With Stock/Commodity Exchanges / Depository | 34,224,469                  | 34,224,469                  |
| (b) With others                                 | 2,366,002                   | 2,103,643                   |
| Advances recoverable in cash or in kind         | 118,000,000                 | 168,000,000                 |
| Advance Income Tax (Net of Provisions)          | 29,069,099                  | 43,553,385                  |
| MAT credit entitlement                          | 5,855,730                   | -                           |
| <b>Total</b>                                    | <b>189,515,300</b>          | <b>247,881,497</b>          |

**Note 15 Other Non-Current Assets**

| Particulars  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Balances with banks</b>                                     |                             |                             |
| Term deposits with banks with more than twelve months maturity | 181,250,000                 | 20,000,000                  |
| Preliminary expenditure  | -                           | 104,197                     |
| <b>Total</b>   | <b>181,250,000</b>          | <b>20,104,197</b>           |

The above Term deposits are held as margin for guarantees/security for bank overdraft facility/lodged with Exchanges.

**Note 16 Inventories**

| Particulars                                 | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| (At lower of cost and net realisable value) |                             |                             |
| <b>Stock-in-trade</b>                       |                             |                             |
| Shares and Securities                       | 29,697,976                  | 46,713,559                  |
| <b>Total</b>                                | <b>29,697,976</b>           | <b>46,713,559</b>           |

**Note 17 Trade Receivables**

| Particulars   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Unsecured, considered good :</b>   |                             |                             |
| Trade receivables outstanding for a period exceeding six months from the date they were due for payment | 315,218,043                 | 424,029,190                 |
| Less: Provision for Bad debts   | (1,812,014)                 | (900,000)                   |
|   | 313,406,029                 | 423,129,190                 |
| Other Trade receivables   | 129,308,860                 | 149,655,155                 |
| <b>Total</b>  | <b>442,714,889</b>          | <b>572,784,345</b>          |

## Notes forming part of the Consolidated financial statements

## Note 18 Cash and Bank Balances

| Particulars   | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---|-----------------------------|-----------------------------|
| <b>Cash and cash equivalents</b>  |                             |                             |
| Balances with banks in current accounts   | 31,186,190                  | 27,099,368                  |
| Cash on hand  | 22,166                      | 40,209                      |
| <b>Total</b>  | <b>31,208,356</b>           | <b>27,139,577</b>           |
| <b>Other bank balances</b>  |                             |                             |
| Term deposits with more than three months maturity but due within one year from the reporting date                    | 450,210,601                 | 282,742,817                 |
| <b>Total</b>  | <b>450,210,601</b>          | <b>282,742,817</b>          |
| The above Term deposits are held as margin for guarantees/security for bank overdraft facility/lodged with Exchanges. |                             |                             |

## Note 19 Short-Term Loans and Advances

| Particulars                            | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| <b>Secured, considered good</b>        |                             |                             |
| Loans to others                        | 12,399,468                  | 37,950,284                  |
| <b>Unsecured, considered good</b>      |                             |                             |
| Loans and advances to corporates       | 55,065,917                  | -                           |
| Loans Given:                           |                             |                             |
| Standard Assets                        | 580,656,638                 | 442,172,019                 |
| Others- Non Performing Assets          | 193,360,393                 | 207,612,574                 |
| Doubtful Assets                        | 13,114,575                  | -                           |
| Deposits with Stock Exchanges          | 5,600,344                   | 23,790,344                  |
| Prepaid expenses                       | 2,279,850                   | 2,623,458                   |
| Advance Income Tax (Net of Provisions) | 5,767                       | 5,767                       |
| Advance recoverable in Cash or in Kind | 3,152,960                   | 7,556,835                   |
| <b>Total</b>                           | <b>865,635,912</b>          | <b>721,711,281</b>          |

## Note 20 Other Current Assets

| Particulars                                  | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|--|-----------------------------|-----------------------------|
| Interest accrued on Term deposits with banks | 7,715,214                   | 3,529,997                   |
| Others                                       | 4,675,860                   | 4,390,650                   |
| <b>Total</b>                                 | <b>12,391,074</b>           | <b>7,920,647</b>            |

**Notes forming part of the Consolidated financial statements**  
**Note 21 Revenue From Operations**

| Particulars  | For the year ended | For the year ended |
|--|--------------------|--------------------|
|  | 31 March 2015      | 31 March 2014      |
|  | ₹                  | ₹                  |
| <b>Sale of services :</b>                              |                    |                    |
| (a) Brokerage Income :                                 |                    |                    |
| Secondary Market                                       | 120,405,935        | 77,868,586         |
| Primary Market   | 6,235              | 57,635             |
| Others   | 44,984             | 8,831              |
| (b) Advisory Fees                                      | 3,202,248          | 6,525,000          |
| (c) Income from Depository Operations                  | 7,955,189          | 6,797,516          |
| <b>Interest :</b>                                      |                    |                    |
| (a) from Financing activities                          | 87,610,824         | 37,097,132         |
| (b) from Term deposits                                 | 1,348,361          | 1,482,081          |
| Income from Loan Processing                            | 117,035            | 7,730              |
|  | 220,690,811        | 129,844,511        |
| <b>Other operating revenues :</b>                      |                    |                    |
| (a) Profit from Arbitrage/Securities/Commodity Trading | (7,970,178)        | 29,330,969         |
| (b) Interest on Term Deposits with banks               | 55,538,822         | 30,925,533         |
| (c) Provision for Standard Loan Assets reversed        | -                  | 223,853            |
|  | 47,568,644         | 60,480,355         |
| <b>Total</b>   | <b>268,259,455</b> | <b>190,324,866</b> |

**Note 22 Other Income**

|   | For the year ended | For the year ended |
|---|--------------------|--------------------|
|   | 31 March 2015      | 31 March 2014      |
|   | ₹                  | ₹                  |
| <b>Dividend income :</b>                        |                    |                    |
| (a) from current investments/stock-in-trade     | 500,952            | 1,344,685          |
| (b) from non-current investments                | 32,295             | 322,950            |
| <b>Net gain/(Loss) on sale of investments :</b> |                    |                    |
| (a) from current investments                    | -                  | -                  |
| (b) from non-current investments                | 52,717,743         | (19,234,129)       |
| Profit on Sale of Office Premises               | -                  | 1,519,576          |
| <b>Other non-operating income :</b>             |                    |                    |
| (a) Delayed payment charges                     | 14,681,870         | 32,082,624         |
| (b) Keyman Insurance Policy                     | 6,218,675          | -                  |
| (c) Miscellaneous income                        | 2,387,079          | 1,360,775          |
| <b>Total</b>                                    | <b>76,538,614</b>  | <b>17,396,481</b>  |

**Note 23 Employee Benefit Expenses**

| Particulars                                | For the year ended | For the year ended |
|--|--------------------|--------------------|
|  | 31 March 2015      | 31 March 2014      |
|  | ₹                  | ₹                  |
| Salaries and other benefits                | 46,293,063         | 43,990,003         |
| Contributions to Provident and other Funds | 5,217,542          | 915,788            |
| Staff welfare expenses                     | 2,911,601          | 1,429,571          |
| <b>Total</b>                               | <b>54,422,206</b>  | <b>46,335,362</b>  |

**Notes forming part of the Consolidated financial statements**
**Note 24 Finance Cost**

| Particulars           | For the year ended<br>31 March 2015<br>₹ | For the year ended<br>31 March 2014<br>₹ |
|-----------------------|--|--|
| Interest expense      | 44,160,831                               | 26,218,869                               |
| Other borrowing costs | 3,210,736                                | 4,003,964                                |
| <b>Total</b>          | <b>47,371,567</b>                        | <b>30,222,833</b>                        |

**Note 25 Other Expenses**

| Particulars  | For the year ended<br>31 March 2015<br>₹ | For the year ended<br>31 March 2014<br>₹ |
|--|--|--|
| Sub- Brokerage / Commission                                    | 65,099,058                               | 37,800,125                               |
| Payment to Franchisees   | 2,224,232                                | 225,000                                  |
| Securities Transaction Tax on Shares/Derivatives               | 4,086,654                                | 3,410,774                                |
| Securities Transaction Tax on Investment                       | 53,423                                   | -  |
| Stock Exchange expenses & Contribution to Stock Exchange funds | 595,683                                  | 314,757                                  |
| SEBI Turnover/Registration charges                             | 507,102                                  | 267,520                                  |
| Depository charges   | 1,672,145                                | 1,580,787                                |
| Rent   | 1,115,144                                | 2,619,448                                |
| Electricity expenses   | 5,296,607                                | 4,900,461                                |
| Repairs and Maintenance - Building                             | 576,000                                  | 1,203,347                                |
| Repairs and Maintenance - Others                               | 3,535,045                                | 3,030,906                                |
| Printing & Stationery  | 868,255                                  | 752,367                                  |
| Communication expenses   | 4,235,869                                | 4,419,840                                |
| Software charges   | 384,393                                  | 1,002,933                                |
| Advertisement & Publicity                                      | 797,673                                  | 242,571                                  |
| Legal and Stamping charges                                     | 112,343                                  | 146,575                                  |
| Legal and Professional charges (Refer Note 26)                 | 7,514,348                                | 9,638,301                                |
| Directors Sitting fees   | 372,948                                  | 182,585                                  |
| Insurance  | 71,920                                   | 76,954                                   |
| Travelling & Conveyance expenses                               | 393,906                                  | 514,647                                  |
| Rates and Taxes  | 67,541                                   | 750,232                                  |
| Preliminary expenses written off                               | 104,200                                  | 104,200                                  |
| Business promotion expenses                                    | 992,266                                  | 949,952                                  |
| Membership & Subscription                                      | 1,622,401                                | 1,621,719                                |
| Client Compensation  | 234,767                                  | -  |
| Donation   | 20,702                                   | 3,501                                    |
| Bad Debts  | 3,160,547                                | 6,536,067                                |
| Provision for Doubtful Debts                                   | 912,014                                  | 900,000                                  |
| Provision for Standard Loan Assets                             | 282,334                                  | -  |
| Provision for Non Performing Loan Assets                       | 11,689,357                               | 19,449,799                               |
| Loss Assets written off  | 872,550                                  | 16,633,365                               |
| Loss on sale of Investment                                     | 285,166                                  | -  |
| Miscellaneous expenses   | 2,032,176                                | 1,688,069                                |
| <b>Total</b>   | <b>121,788,769</b>                       | <b>120,966,803</b>                       |

**Note 26 Remuneration to Auditors**

| Particulars   | For the year ended<br>31 March 2015<br>₹ | For the year ended<br>31 March 2014<br>₹ |
|---|--|--|
| Legal and Professional charges includes payments to the auditors towards: |  |  |
| Audit fees*   | 285,000                                  | 265,000                                  |
| Tax matters*  | 90,000                                   | 122,500                                  |
| Other services*   | 90,000                                   | 125,000                                  |
| <b>Total</b>  | <b>465,000</b>                           | <b>512,500</b>                           |

\* Excluding Service Tax

Notes forming part of the Consolidated financial statements

Note 27 Contingent Liabilities and Commitments

| Particulars                     | As at<br>31 March 2015<br>₹ | As at<br>31 March 2014<br>₹ |
|---------------------------------|-----------------------------|-----------------------------|
| <b>Contingent Liabilities :</b> |                             |                             |
| Corporate Guarantees given      | 200,800,000                 | 240,000,000                 |
| Income Tax matters in Appeal    | 5,855,601                   | 6,668,861                   |

Note 28 : Earnings Per Share

| Particulars   | For the year<br>ended<br>31 March 2015<br>₹ | For the year<br>ended<br>31 March 2014<br>₹ |
|---|---|---|
| Nominal Value of Equity shares                            | 10  | 10  |
| Net profit after tax available to the Equity shareholders | 102,215,349                                 | (2,173,704)                                 |
| Weighted average number of Equity shares                  | 84,000,000                                  | 84,000,000                                  |
| Basic and Diluted Earnings per share                      | 1.22  | (0.03)                                      |

Note 29 : Out of current year's profit, a sum of ₹1,45,00,000/- ( Previous year ₹ Nil) has been transferred to the Statutory Reserve in compliance with Section 45-IC of the Reserve Bank of India Act.

Note 30 : Details of Leasing arrangements

(a) Operating Lease: As a Lessee

The Group has entered into a cancellable operating leases. These lease arrangements are normally renewable on expiry. The lease arrangement can be cancelled either at the option of lessor giving notice for the period ranging from two months to three months or lessee giving two months notice.

Lease payments amounting to ₹11,15,144/- (Previous year ₹2,619,448/-) are included in rental expenditure in the Statement of Profit and Loss during the current year.

(b) Operating Lease: As a Lessor

The Company had given office premises under cancellable lease arrangement for a period ranging from eleven months to twelve months. These lease arrangements expired during the year and the same was not renewed by either of the parties.

Lease rent received during the year and accounted as income is ₹ Nil/- (Previous year ₹112,768/-)

Note 31 Depreciation on Fixed Assets.

Pursuant to the Companies Act 2013, the group has realigned its depreciation policy in accordance with schedule II of the companies act 2013. Consequently, w.e.f. 1st April, 2014, (a) the carrying value of assets is now depreciated over its revised remaining useful life. (b) Where the remaining useful life of the asset is Nil as on 1st April, 2014, carrying values of the assets has been charged to statement of profit & loss in accordance with transitional provision of schedule II of the Companies Act, 2013. (c) On account of above change, depreciation charged to Statement of Profit & Loss for the year 2014-15 is higher by ₹ 55.80 Lacs.

**INVENTURE GROWTH & SECURITIES LIMITED**

Notes forming part of the Consolidated financial statements


**Note 32 Employee Benefit Plans**
**(a) Defined Contribution Plans:**

The amount recognised as expense in respect of Defined Contribution Plans (Contribution to Provident Fund, Family Pension Fund and Employees State Insurance) aggregate to ₹14,50,294/- (Previous year ₹7,59,368/-).

**(b) Retirement Benefit - Gratuity:**

The employees of the Company are eligible for gratuity in accordance with the Payment of Gratuity Act, and is a Defined Employee Benefit. The above benefit is not funded but provision is made in the accounts for accrued gratuity under Projected Unit Credit Method of actuarial valuation.

The following table summaries the components of the employee benefit expenses recognised in the Statement of Profit and Loss and the amount recognised in the Balance sheet for the gratuity provision made under actuarial method.

**Statement of Profit and Loss**

Net employee benefit expenses recognised in Employee Benefit Expenses (Note No. 23)

(Amount in ₹)

| Particulars   | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
|---|-------------------------------------|-------------------------------------|
| <b>Components of employer expense</b>                                 |                                     |                                     |
| Current Service cost  | 233,714                             | 322,153                             |
| Interest cost   | 279,690                             | 252,258                             |
| Expected return on plan assets  | -                                   | -                                   |
| Curtailment cost/(credit)   | -                                   | -                                   |
| Settlement cost/(credit)  | -                                   | -                                   |
| Past Service Cost   | -                                   | -                                   |
| Actuarial Losses/(Gains)  | 2,867,914                           | (615,184)                           |
| <b>Total expense recognised in the Statement of Profit &amp; Loss</b> | <b>3,381,318</b>                    | <b>(40,773)</b>                     |

**Balance Sheet**

Details of provision for gratuity

(Amount in ₹)

| Net asset/(liability) recognised in balance sheet        | As at<br>31 March 2015 | As at<br>31 March 2014 |
|--|------------------------|------------------------|
| Present value of Defined Benefit Obligation              | (6,454,839)            | (3,073,521)            |
| Fair value of plan assets                                | -                      | -                      |
| Funded status [Surplus/(Deficit)]                        | (6,454,839)            | (3,073,521)            |
| Unrecognised Past Service Costs                          | -                      | -                      |
| <b>Net asset/(liability) recognised in balance sheet</b> | <b>(6,454,839)</b>     | <b>(3,073,521)</b>     |

(Amount in ₹)

| Change in Defined Benefit Obligations (DBO) during the year ended | For the year ended<br>31 March 2015 | For the year ended<br>31 March 2014 |
|---|-------------------------------------|-------------------------------------|
| Present Value of DBO at beginning of period                       | 3,073,521                           | 3,114,294                           |
| Current Service cost  | 233,714                             | 322,153                             |
| Interest cost   | 279,690                             | 252,258                             |
| Curtailment cost/(credit)   | -                                   | -                                   |
| Settlement cost/(credit)  | -                                   | -                                   |
| Plan amendments   | -                                   | -                                   |
| Acquisitions  | -                                   | -                                   |
| Actuarial (gains)/ losses   | 2,867,914                           | (615,184)                           |
| Past Service Cost   | -                                   | -                                   |
| Benefits paid   | -                                   | -                                   |
| <b>Present Value of DBO at the end of period</b>                  | <b>6,454,839</b>                    | <b>3,073,521</b>                    |

**Principal actuarial assumptions as at the balance sheet date:**

| Particulars       | As at<br>31 March 2015 | As at<br>31 March 2014 |
|-------------------|------------------------|------------------------|
| Discount Rate     | 7.99%                  | 9.10%                  |
| Salary escalation | 7%                     | 5%                     |
| Attrition Rate    | 11%                    | 2%                     |

**INVENTURE GROWTH & SECURITIES LIMITED**

Notes forming part of the Consolidated financial statements


**Note 33 Related Party Disclosures**

The following details give the information pursuant to Accounting Standard (AS) 18 "Related Party Disclosures".

**(a) Name of the Related Parties and the Nature of Relationship**

| Name of the Related Parties    | Nature of Relationship                               |
|--------------------------------|--|
| Nagji Keshavji Rita            | Director and Key Management Personnel                |
| Virendra Dudhnath Singh        | Director and Key Management Personnel                |
| Kamlesh S Limbachiya           | Director and Key Management Personnel                |
| Kanji B. Rita                  | Director and Key Management Personnel                |
| Biren D. Limbachiya            | Director   |
| Meet K. Rita                   | Director   |
| Arvind J. Gala                 | Key Management Personnel                             |
| Jayshree Nagji Rita            | Relative of Director                                 |
| Kiran Virendra Singh           | Relative of Director                                 |
| Shraddha V. Singh              | Relative of Director                                 |
| Vaibhav N. Rita                | Relative of Director                                 |
| Neeta Mukesh Gada              | Relative of Director                                 |
| Kalavati K. Limbachiya         | Relative of Director                                 |
| Manjulaben S. Limbachiya       | Relative of Director                                 |
| Sagar K. Limbachiya            | Relative of Director                                 |
| Kunjal A. Gala                 | Relative of Key Management Personnel                 |
| Arvind J. Gala HUF             | Relative of Key Management Personnel                 |
| Nagji K. Rita HUF              | Enterprises significantly influenced by the Director |
| Keshavji M. Rita HUF           | Enterprises significantly influenced by the Director |
| Virendra Dudhnath Singh HUF    | Enterprises significantly influenced by the Director |
| Kamlesh S Limbachiya HUF       | Enterprises significantly influenced by the Director |
| Synergy Moneycontrol Pvt. Ltd. | Enterprises significantly influenced by the Director |
| Keshvi Developers Pvt. Ltd.    | Enterprises significantly influenced by the Director |
| Kenorita Realty LLP            | Enterprises significantly influenced by the Director |

**(b) Details of Related Party transactions during the year ended 31 March 2015**

(Amount in ₹)

| Particulars                | Directors & Key Management Personnel | Relatives of Directors & Key Management Personnel | Enterprises significantly influenced by the Directors/Relatives | Total       |
|----------------------------|--------------------------------------|---|---|-------------|
| Salary/Remuneration paid   | 4,050,000                            | -   | -   | 4,050,000   |
|                            | (2,101,613)                          | (240,000)   | (-)   | (2,341,613) |
| Security Deposit Repaid    | -                                    | -   | -   | -           |
|                            | (-)                                  | (-)   | (1,100,000)   | (1,100,000) |
| Loans Repaid               | -                                    | -   | -   | -           |
|                            | (300,000)                            | (600,000)   | (-)   | (900,000)   |
| Interest Paid              | -                                    | -   | -   | -           |
|                            | (42,041)                             | (84,082)  | (155,959)   | (282,082)   |
| Rent Paid                  | -                                    | -   | 1,000,000   | 1,000,000   |
|                            | (78,000)                             | (1,680,000)                                       | (560,000)   | (2,318,000) |
| Deposit for Lease premises | -                                    | -   | 200,000   | 200,000     |
|                            | (-)                                  | (-)   | (-)   | (-)         |
| Brokerage Received         | 355,748                              | 77,485  | 265,347   | 698,580     |
|                            | (-)                                  | (-)   | (-)   | (-)         |
| Delayed Payment Charges    | 54,729                               | 71,030  | 19,925  | 145,684     |
|                            | (-)                                  | (-)   | (-)   | (-)         |
| Sub-brokerage Paid         | -                                    | 61,454  | -   | 61,454      |
|                            | (-)                                  | (-)   | (-)   | (-)         |
| Outstanding Credit Balance | -                                    | -   | -   | -           |

Figures in brackets relates to the previous year



Notes forming part of the Consolidated financial statements

Note 34 Disclosure of additional information pertaining to the parent company and subsidiaries

(₹ in lakhs)

| Name of the entity                               | Net assets<br>i.e., total assets minus<br>total liabilities |                        | Share of profit or loss                   |                        |
|--|---|------------------------|---|------------------------|
|  | As % of<br>consolidated<br>net assets                       | Amount<br>(₹ in lakhs) | As % of<br>consolidated<br>profit or loss | Amount<br>(₹ in lakhs) |
| <b>Parent</b>                                    |   |                        |   |                        |
| Inventure Growth & Securities Ltd.               | 51.88%  | 9,364.44               | 27.79%                                    | 284.03                 |
| <b>Subsidiaries</b>                              |   |                        |   |                        |
| Inventure Finance Private Ltd.                   | 38.73%  | 6,989.65               | 70.63%                                    | 721.91                 |
| Inventure Commodities Ltd.                       | 5.50%   | 993.27                 | 0.69%                                     | 7.09                   |
| Inventure Wealth Management Ltd.                 | 0.18%   | 32.46                  | 0.08%                                     | 0.84                   |
| Inventure Insurance and Broking Private Ltd.     | 0.23%   | 42.40                  | 0.29%                                     | 2.95                   |
| Inventure Merchant Banking Services Private Ltd. | 3.47%   | 626.69                 | 0.52%                                     | 5.33                   |
| <b>Minority Interests in Subsidiaries</b>        |   |                        |   |                        |
| Inventure Commodities Ltd.                       | 0.00%   | 0.27                   | 0.00%                                     | 0.00                   |
| <b>TOTAL</b>                                     | <b>100%</b>   | <b>18,049</b>          | <b>100%</b>                               | <b>1,022</b>           |

Notes forming part of the Consolidated financial statements  
Note 35 Segments Reporting

| Particulars  | For the year ended<br>31 March 2015<br>₹ | For the year ended<br>31 March 2014<br>₹ |
|--|--|--|
| <b>1. Segment Revenue</b>  |  |  |
| a) Equity/Commodity Broking & Other related activities                     | 260,572,448                              | 171,506,591                              |
| b) Financing & Other related activities                                    | 89,076,220                               | 38,803,066                               |
| c) Others  | -  | -  |
| Total  | 349,648,668                              | 210,309,657                              |
| Less: Inter Segment Revenue  | 4,850,599                                | 2,588,310                                |
| <b>Income from Operations, Other Operating Income &amp; Other Income</b>   | <b>344,798,069</b>                       | <b>207,721,347</b>                       |
| <b>2. Segment Results Profit before tax and Interest from Each segment</b> |  |  |
| a) Equity/Commodity Broking & Other related activities                     | 111,510,976                              | 32,703,028                               |
| b) Financing & Other related activities                                    | 40,634,372                               | (9,838,861)                              |
| c) Others  | -  | -  |
| Total  | 152,145,348                              | 22,864,167                               |
| Less: Interest   | 25,207,790                               | 22,320,255                               |
| <b>Profit from Ordinary Activities before tax</b>                          | <b>126,937,558</b>                       | <b>543,912</b>                           |
| <b>3. Capital Employed</b><br>(Segment Assets - Segment Liabilities)       |  |  |
| a) Equity/Commodity Broking & Other related activities                     | 1,105,925,583                            | 1,072,336,544                            |
| b) Financing & Other related activities                                    | 698,974,546                              | 626,773,731                              |
| c) Others  | -  | 3,564,504                                |
| Total  | <b>1,804,900,129</b>                     | <b>1,702,674,779</b>                     |

Notes :

The Group's operations predominantly relate to Equity Broking, Commodity Broking, Financing and other related activities. In accordance with Accounting Standard - 17 on segment reporting and Company (Accounting Standards) Rules, 2006, the Group has (a) Equity/Commodity Broking and Other related activities and (b) Financing and other related activities as reportable segments.

Note 36 : The accounts of the Trade Receivables and Trade Payables who have not responded to the Company's request for confirmation of balances, are subject to reconciliation, if any, required.

Note 37 : In accordance with the Company Policy, the company has reviewed the outstanding Trade Receivables and is in continuous process of working out different modalities of recovery. The Company has written off a sum of ₹ 31,63,344/- (Previous year ₹ 58,18,883/-) as bad debts and has also made a provision for bad debts of ₹ 9,12,014/- (Previous year ₹ 9,00,000/-) during the year, which in the opinion of the Management, is adequate.

Note 38 : There are no amounts payable to any Micro, Small and Medium Enterprises as identified by the Management from the information available with the Company and relied by Auditors.

Note 39 : Figures have been rounded off to nearest rupees.

As per our attached report of even date

For PHD & Associates

Chartered Accountants

Firm Registration No. 111236W

D. V. Vakharia

Partner

Membership No. 46115

Place : Mumbai

Date : 30 May 2015

For and on behalf of the Board of Directors

Nagji K Rita

Virendra D Singh

Kanji B Rita

Harilal B. Rita

Kamlesh Limbachiya

Deepak M. Vaishnav

Dilip C. Shah

Ajay Khara

Bharat P Shah

Shilpa V Solanki

Arvind J Gala

Bhavi R Gandhi

Chairman

Director

Director

Director

Director

Director

Director

Director

Director

Chief Financial Officer

Company Secretary

**INVENTURE GROWTH & SECURITIES LIMITED**

Consolidated Cash Flow Statement for the year ended 31 March 2015



| Particulars  | For the year ended<br>31 March 2015 |                      | For the year ended<br>31 March 2014 |                      |
|--|-------------------------------------|----------------------|-------------------------------------|----------------------|
|  | ₹                                   | ₹                    | ₹                                   | ₹                    |
| <b>A. Cash Flow from Operating Activities</b>  |                                     |                      |                                     |                      |
| Net Profit before Exceptional Items and tax  |                                     | 108,152,654          |                                     | 543,912              |
| <i>Adjustment for:</i>   |                                     |                      |                                     |                      |
| Depreciation and amortisation  | 13,062,873                          |                      | 9,652,437                           |                      |
| Finance costs  | 20,363,011                          |                      | 30,222,833                          |                      |
| Interest income  | (56,887,183)                        |                      | (32,407,614)                        |                      |
| Dividend income  | (533,247)                           |                      | (1,667,635)                         |                      |
| (Profit)/ Loss on Sale of Investments  | (52,432,577)                        |                      | 19,234,129                          |                      |
| Provision for defined employee benefits  | 3,381,318                           |                      | (40,773)                            |                      |
| Provision for Bad Debts  | 912,014                             |                      | 900,000                             |                      |
| Contingent Provisions against Standard Assets  | 282,334                             |                      | (223,853)                           |                      |
| Contingent Provisions against Non Performing Assets                                  | 11,689,357                          |                      | 19,449,799                          |                      |
| Preliminary Expenses Written Off   | 104,200                             |                      | 104,200                             |                      |
| Bad debts  | 3,160,547                           |                      | 6,536,067                           |                      |
| Loss Assets written off  | 872,550                             |                      | 1,633,365                           |                      |
| Diminution in value of Non-Current Investment  | 5,530,560                           |                      |                                     |                      |
| Profit on Sale of Fixed assets   | (24,295,464)                        |                      | (1,518,662)                         |                      |
| <b>Operating profit before working capital changes</b>                               |                                     | <b>(74,789,707)</b>  |                                     | <b>66,874,293</b>    |
| <i>Adjustments for:</i>  |                                     | <b>33,362,947</b>    |                                     | <b>67,418,205</b>    |
| Trade receivables  | 125,996,896                         |                      | 321,917,615                         |                      |
| Inventories  | 17,015,583                          |                      | 28,578,317                          |                      |
| Long term Loans and advances   | 49,737,641                          |                      | 9,146,185                           |                      |
| Short term Loans and advances  | (144,797,181)                       |                      | (112,803,224)                       |                      |
| Other Current Assets   | (389,410)                           |                      | (2,375,128)                         |                      |
| Other Non-Current Assets   | 104,197                             |                      | 104,200                             |                      |
| Trade Payables   | 4,253,885                           |                      | (293,541,352)                       |                      |
| Other Current Liabilities  | (19,797,312)                        |                      | (150,497,400)                       |                      |
| <b>Cash generated from/ (used in) operations</b>                                     |                                     | <b>32,124,299</b>    |                                     | <b>(199,470,787)</b> |
| Direct Taxes paid (Net of refunds)   |                                     | <b>65,487,246</b>    |                                     | <b>(132,052,582)</b> |
| <b>Net cash flow from/ (used in) operating activities</b>                            |                                     | <b>(15,962,818)</b>  |                                     | <b>(7,977,097)</b>   |
| Add: Exceptional Items (net)   |                                     | <b>49,524,428</b>    |                                     | <b>(140,029,679)</b> |
| <b>Net cash flow from/(used in) operating activities after Exceptional Item (A)</b>  |                                     | <b>18,764,904</b>    |                                     | <b>-</b>             |
|  |                                     | <b>68,289,332</b>    |                                     | <b>(140,029,679)</b> |
| <b>B. Cash Flow from Investing Activities</b>  |                                     |                      |                                     |                      |
| Purchase of fixed assets   | (1,704,939)                         |                      | (952,317)                           |                      |
| Proceeds from sale of fixed assets   | 24,750,000                          |                      | 3,770,251                           |                      |
| Fixed deposits with banks with original maturity of more than three months - placed  | (611,460,601)                       |                      | (235,675,000)                       |                      |
| Fixed deposits with banks with original maturity of more than three months - matured | 282,742,817                         |                      | 396,678,000                         |                      |
| Investments in subsidiary companies  |                                     |                      | (175,920)                           |                      |
| Purchase of other investments  | (714,995)                           |                      | (69,365,172)                        |                      |
| Proceeds from sale of investments  | 65,973,524                          |                      | 9,395,898                           |                      |
| Dividend income  | 533,247                             |                      | 1,667,635                           |                      |
| Interest Received  | 52,701,966                          |                      | 33,548,955                          |                      |
| <b>Net cash flow from investing activities (B)</b>                                   |                                     | <b>(187,178,981)</b> |                                     | <b>138,892,330</b>   |
| <b>C. Cash Flow from Financing Activities</b>  |                                     |                      |                                     |                      |
| Proceeds / (Repayment) of long term borrowings                                       | (51,838,657)                        |                      | (10,972,135)                        |                      |
| Proceeds / (Repayment) of short term borrowings                                      | 195,160,096                         |                      | (109,240,692)                       |                      |
| Finance costs  | (20,363,011)                        |                      | (32,129,309)                        |                      |
| <b>Net cash flow used in financing activities (C)</b>                                |                                     | <b>122,958,428</b>   |                                     | <b>(152,342,136)</b> |
| <b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>                |                                     | <b>4,068,779</b>     |                                     | <b>(153,479,485)</b> |
| Cash and cash equivalents at the beginning of the year                               |                                     | 27,139,577           |                                     | 180,619,062          |
| <b>Cash and cash equivalents at the end of the year</b>                              |                                     | <b>31,208,356</b>    |                                     | <b>27,139,577</b>    |

**Consolidated Cash Flow Statement for the year ended 31 March 2015**

**Notes:**

- 1 Cash and Cash Equivalents are as under:

| Particulars         | As at<br>31 March 2015 | As at<br>31 March 2014 |
|---------------------|------------------------|------------------------|
|                     | ₹                      | ₹                      |
| Cash in hand        | 22,166                 | 40,209                 |
| In Current Accounts | 31,186,190             | 27,099,368             |
|                     | <b>31,208,356</b>      | <b>27,139,577</b>      |

- 2 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
- 3 Previous year's figures have been regrouped/rearranged wherever necessary to conform to the current year's presentation.

**As Per Our Attached Report Of Even Date**

**For PHD & Associates**  
**Chartered Accountants**  
**Firm Registration No. 111236W**

**D. V. Vakharia**  
**Partner**  
**Membership No. 46115**

**Place : Mumbai**  
**Date : 30 May 2015**

**For and on behalf of the Board of Directors**

|                              |                                |
|------------------------------|--------------------------------|
| <b>Nagji K. Rita</b>         | <b>Chairman</b>                |
| <b>Virendra D. Singh</b>     | <b>Director</b>                |
| <b>Kanji B. Rita</b>         | <b>Director</b>                |
| <b>Harilal B. Rita</b>       | <b>Director</b>                |
| <b>Kamlesh S. Limbachiya</b> | <b>Director</b>                |
| <b>Deepak M. Vaishnav</b>    | <b>Director</b>                |
| <b>Dilip C. Shah</b>         | <b>Director</b>                |
| <b>Ajay K. Khera</b>         | <b>Director</b>                |
| <b>Bharat P. Shah</b>        | <b>Director</b>                |
| <b>Shilpa V. Solanki</b>     | <b>Director</b>                |
| <b>Arvind J. Gala</b>        | <b>Chief Financial Officer</b> |
| <b>Bhavi R. Gandhi</b>       | <b>Company Secretary</b>       |

**INVENTURE GROWTH AND SECURITIES LIMITED**

Registered office: Viraj Towers, 201, 2<sup>nd</sup> Floor, Near Landmark, Andheri Flyover, Western Express Highway, Andheri (East), Mumbai- 400069.

**Attendance Slip**  
(To be signed and handed over at the entrance of the Meeting Venue)

Registered Folio No: \_\_\_\_\_ DP ID\* : \_\_\_\_\_

No. of Shares held: \_\_\_\_\_ Client ID\*: \_\_\_\_\_

Full Name of the Member (in Block Letter) \_\_\_\_\_

Name of the Proxy \_\_\_\_\_

(To be filled- in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 20<sup>th</sup> ANNUAL GENERAL MEETING of the Company on Thursday, 24th September 2015 at 3<sup>rd</sup> Floor, Sterling Banquet Hall, Topiwala Center, Off S.V. Road, Near Station Road, Goregaon (West), Mumbai – 400 062. At 11.00 A.M.

\_\_\_\_\_  
Members/Proxy's Signature  
(To be signed at the time of handing over the slip)

\*Applicable for members holding shares in electronic form  
Note : Members are requested to bring their copies of the Annual Report to the Meeting.

**INVENTURE GROWTH AND SECURITIES LIMITED**

Registered office: Viraj Towers, 201, 2<sup>nd</sup> Floor, Near Landmark, Andheri Flyover, Western Express Highway, Andheri (East), Mumbai- 400069.

**PROXY FORM**

Registered Folio No: \_\_\_\_\_ DP ID\* : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_ Client ID\*: \_\_\_\_\_

I/We \_\_\_\_\_  
of \_\_\_\_\_ in the district of \_\_\_\_\_

being a member/members of the above-named Company hereby appoint Shri \_\_\_\_\_  
\_\_\_\_\_ or failing him Shri \_\_\_\_\_

As my/our proxy to vote for me/us on my behalf at the 20<sup>th</sup> ANNUAL GENERAL MEETING of the Company on Thursday, 24<sup>th</sup> September 2015 at 3<sup>rd</sup> Floor, Sterling Banquet Hall, Topiwala Center, Off S.V. Road, Near Station Road, Goregaon (West), Mumbai- 400 062 at 11:00 A.M. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signature \_\_\_\_\_

Affix  
Revenue  
Stamp

\*Applicable for members holding shares in electronic form.

Note : This form in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.





