

Date: 05th September 2025

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

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

Scrip Name: Inventure

Scrip Code: 533506

Sub: Notice of Thirtieth Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of the 30th Annual General Meeting (AGM) of the Company which is scheduled to be held on 29th September 2025 at 11:30 A.M. (IST) through Video Conferencing/Other Audio-Visual Means.

The Notice of the AGM is being dispatched to the Members of the Company only through electronic mode in accordance with the relevant circulars of the Ministry of Corporate Affairs and SEBI. The detailed instructions related to remote e-voting, participation in the e-AGM and voting thereat are specified in the Notes annexed to the Notice of the AGM.

The Notice of the AGM shall also be made available on the Company's website www.inventuregrowth.com

Kindly take the same on record and acknowledge receipt.

Thanks & Regards,

For Inventure Growth & Securities Ltd

Kamlesh Limbachiya
Whole Time Director
DIN: 02774663

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Inventure Growth & Securities Limited will be held on Monday, 29th September 2025 at 11:30 AM through electronic means / video conferencing (VC), to transact, with or without modifications, as may be permissible, the following business:

ORDINARY BUSINESS:

- 1. ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025, including the Audited Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted.”

- 2. RE-APPOINTMENT OF MRS. LASHA MEET RITA (DIN: 08104505), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 (6) and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Lasha Meet Rita (DIN: 08104505), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

- 3. APPOINTMENT OF MR. DHARMESH ZAVERI , PROPRIETOR, ‘D. M. ZAVERI & CO.’, COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, a Peer Reviewed Firm, as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 (‘the Term’), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.”

- 4. TO CONSIDER & APPROVE REAPPOINTMENT OF MR. KAMLESH S. LIMBACHIYA AS WHOLE TIME DIRECTOR OF THE COMPANY.**

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the appointment of Mr. **Kamlesh S. Limbachiya** (02774663) as *Whole Time* Director of the Company for a period of 3 (Three) years i.e. 1st April, 2026 to 31st March 2029, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of his appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mr. Kamlesh S. Limbachiya (02774663) within the limits specified in Section 197 and Schedule V of the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

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

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

5. TO CONSIDER & APPROVE REAPPOINTMENT OF MRS. LASHA MEET RITA AS WHOLE TIME DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the appointment of **Mrs. Lasha Meet Rita (08104505) as Whole Time Director** of the Company for a period of 3 (Three) years i.e. 12th September, 2026 to 11th September 2029, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of Profits in any financial year during the tenure of his appointment), with the liberty and powers to the Board of Directors to increase, alter and vary the salary, commission and perquisites and other terms in such manner as the Board in its absolute discretion deems fit and is acceptable to Mrs. Lasha Meet Rita (08104505) within the limits specified in Section 197 and Schedule V of the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf.

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

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

6. TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY TO ANY DIRECTOR UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of debit balance in Trading account maintained with the Company and Margin Trading Facility provided by the Company to any person especially mention in the explanatory statement annexure to this notice of an aggregate amount not exceeding ₹ 4,20,00,000/- (Rupees Four Crores Twenty Lakhs Only) to Mr. Jayesh Rupshi Shah and Mrs. Swati Jayesh Shah on such terms and conditions as briefly explained in the explanatory statement annexure to this notice and in the best interest of the Company.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the director of the Company or Mr. Arvind J. Gala CFO, be and is hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto;

RESOLVED FURTHER THAT Mr. Kamlesh S. Limbachiya or Mr. Kanji B. Rita or any other Director or Ms. Shikha Mishra, Company Secretary of the Company, be and is hereby authorized to sign and certify the copy of this resolution as may be required and filing the same with the Registrar of Companies, Mumbai or any other authorities concerned through prescribed form or e-form to give effect to this resolution.

7. VARIATION IN TERMS OF OBJECTS OF THE ISSUE AS APPROVED IN LETTER OF OFFER OF RIGHT ISSUE.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 27 of the Companies Act, 2013, read with the Rule 7 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and other applicable provisions of Companies Act, 2013, Regulation 59 read with Schedule XX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the terms of objects of the issue referred to in the Letter of offer dated : June 25, 2024 (the ‘Letter of offer’) in relation to the terms of utilization of the proceeds received from the Right issue of Equity Shares (the ‘Right Issue’) made in pursuance of the Letter of offer and utilize such proceeds for the objects and in the manner as mentioned below:

The Company had in terms of Letter of offer propose to utilize the Right Issue Proceeds towards (Existing Objects):

| Sr. No. | Particulars | Amount (₹ in lakhs) | Amount to be utilized form right issue (₹ in lakhs) |
|---------|---|---------------------|---|
| 1. | Expansion of Arbitrage and share trading business * | 2072.00 | 1910.00 |
| 2. | Working Capital to invest in stock in trade expansion of arbitrage and share trading business and Incremental Margin Requirement for F&O and other Derivative products@ | 1000.00 | 1000.00 |

| Sr. No. | Particulars | Amount (₹ in lakhs) | Amount to be utilized form right issue (₹ in lakhs) |
|---------|---|------------------------|---|
| 3. | Expansion of margin trading facilities business to provide leverage to exiting clients to benefit from the Volatility in the current Market ^ | 1500.00 | 1500.00 |
| 4. | Investing in the new edge proprietary technology and software# | 393.00 | 393.00 |
| | Total | 4965.00 | 4803.00 |

*Brief Description of Expansion of Arbitrage and share trading business:

| Sr. No | Brief Description | Amount (₹ in lakhs) | Amount to be utilized form right issue (₹ in lakhs) |
|--------|-------------------------------------|------------------------|---|
| 1 | Acquisition of Office Premises | 1800.00 | 1800.00 |
| 2 | Stamp Duty (6%of 18Cr) | 108.00 | NIL (stamp duty paying from internal accruals) |
| 3 | Furniture and Fixture | 100.00 | 100.00 |
| 4 | Computers Hardware's and Software's | 64.00 | 10.00 (remaining 54.00 For Computers Hardware's and Software's paying from internal accruals) |
| | Total | 2072.00 | 1910.00 |

@ Working capital requirement for expansion of arbitrage and share trading business and Incremental Margin Requirement for F&O and other Derivative products

| Sr. No | Brief Description | Amount (₹ in lakhs) |
|--------|---|------------------------|
| 1. | Additional working capital to invest in stock in trade of shares and securities | 500.00 |
| 2. | Incremental Margin requirement for F&O and other derivatives product | 500.00 |
| | Total | 1000.00 |

#Brief investment requirement for investment in new edge technology and software

| Sr. No | Brief Description | Amount (₹ in lakhs) | Amount to be utilized form right issue (₹ in lakhs) |
|--------|---|------------------------|---|
| 1 | New Edge Back Office Software | 100.00 | 100.00 |
| 2 | Risk Management Software | 40.00 | 40.00 |
| 3 | Algo Trading Software | 180.00 | 180.00 |
| 4 | Additional Hardware for above software | 50.00 | 50.00 |
| 5 | Additional expanses on recurring maintenance and Research and Development of software | 23.00 | 23.00 |
| | Total | 393.00 | 393.00 |

The particulars of the particulars of the proposed alteration or change in the object as mentioned in letter of offer (Modified Object) :

(₹ In Lakhs)

| Sr. No. | Original Object | Funds Unutilised | Altered or changed object | Amount to be utilised in altered object |
|---------|--|------------------|---|---|
| 1. | Acquisition of Office Premises | 19.17 | Purchase of additional parking | 19.17 |
| 2. | Furniture and Fixtures | 90.83 | Furniture and Fixtures | 90.83 |
| 3. | New Edge Back Office Software | 94.00 | Additional working capital to invest in stock in trade of shares and securities | 94.00 |
| 4. | Risk Management Software | 40.00 | Expansion of Margin Trading Facility | 40.00 |
| 5. | Algo Trading Software | 180.00 | I. Stamp Duty on purchase of office premises (which was supposed to be utilised from internal accruals) | 94.50 |
| | | | II. Expansion of Margin Trading Facility | 85.50 |
| 6. | Additional Hardware for above Software | 31.98 | Purchase of Computer, Hardware and Software* | 31.98 |
| 7. | Additional Expense on Recurring Maintenance and research and development of software | 23.00 | Purchase of Computer, Hardware and Software* | 23.00 |
| 8. | Right Issue Expense | 13.20 | Purchase of Computer, Hardware and Software* | 13.20 |

* **Note:** The purchase of computer hardware and software will be utilised in tranches and also for Annual Maintenance Chargers.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorised on behalf of the Company to do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions."

By Order of the Board of Directors

For Inventure Growth & Securities Ltd

Sd/-

Kanji B. Rita

(Chairman & Managing Director)

Place: Mumbai

Date: 05.08.2025

NOTES:

The Ministry of Corporate Affairs (“MCA”) vide its circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 29, 2023, and such other related circulars issued from time to time (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 May 05, 2022, December 28, 2022, September 25, 2023 and the latest being September 19, 2024 and such other related circulars issued from time to time (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and the latest circular October 03, 2024 (collectively referred to as “SEBI Circulars”) , MCA Circulars and SEBI Circulars (as amended from time to time), the AGM of the Company is being held through VC/ OAVM and Members can attend and participate in the ensuing AGM through VC/ OAVM permitted the holding of the Annual General Meeting (‘AGM’/ ‘the Meeting’) through VC/OAVM The 30th AGM of the Company is being held through VC/OAVM on Monday, 29th September, 2025 at 11.30 am IST. The deemed venue for the AGM will be the Registered Office of the Company - 201, 2nd Floor Viraj Tower, Western Express highway, Near Landmark, Andheri-East, Mumbai-400069.

1. Proxies, Attendance Slip & route map of the AGM venue: Pursuant to MCA Circulars and SEBI Circular, since the AGM will be held through VC/ OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice.
2. Authorized Representative Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to cs@inventuregrowth.com not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 11.30 A.M. on 27th September, 2025.
3. Prior registration of Speakers at AGM: Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at cs@inventuregrowth.com. Please mention name, folio or DP ID and client ID, email, mobile number etc. The said request should reach the Company on or before 26th September, 2025. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.
4. Brief resume of the Directors including those proposed to be appointed / re-appointed, their functional expertise and qualification, names of the Companies in which they hold directorships etc. as stipulated under Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of SEBI (LODR) Regulations, 2015, are provided below as Annexure to notice and forming part of the Notice.
5. Cut-off Date for Dispatch: Members of the Company, holding shares in dematerialized form, 03rd September, 2025 (cut-off date for receiving Notice and Annual Report), shall be entitled for receiving of the Annual Report for the period 2024-25, through their registered mail id. Any person, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. 03rd September, 2025, may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company, MUFG Intime India Private Limited (Formally Known as Linkintime India Private Limited) at e-mail rnt.helpdesk@in.mpms.mufg.com.
6. Communication: Notice of the AGM and the Annual Report for the Financial Year 2024-25 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or Company’s Registrar and Share Transfer Agents. Any member, who has not registered his Email id, may register his / her Email ID with Registrar and Share Transfer Agents and may also request for a copy of Annual Report electronically. Annual Report for 2024-25 along with Notice of the AGM is available at the website of the Company at www.inventuregrowth.com and website of the Stock Exchanges i.e. National Stock Exchange Limited of India at www.nseindia.com and BSE Limited at www.bseindia.com.

7. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. MUFG Intime India Private Limited (Formally Known as LinkIntime India Private Limited) is our Registrar and Transfer Agent of the Company. All the investor related communication and grievances may be addressed to them at their following address: LinkIntime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400083. Website: www.linkintime.co.in Email: rnt.helpdesk@in.mpms.mufg.com Tel No: 022-2596 0320 / Fax No: 022-2596 0329
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, MUFG Intime India Private Limited (Formally Known as LinkIntime India Private Limited) to provide efficient and better services.
10. SEBI vide its notification dated 8th June, 2018 has amended Regulation 40 of the Listing Regulations, 2015 and it has been stated that (except in case of transmission or transposition of securities), the transfer of securities shall be processed only in dematerialized form with effect from 1st April, 2019. In compliance with the aforesaid notifications, the members are advised to dematerialize their shares immediately.
11. Non-Resident Indian Members are requested to inform the R&TA immediately about the change in residential status on their return to India, if any.
12. Nomination Facility: Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), MUFG Intime India Private Limited (Formally Known as LinkIntime India Private Limited), who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2025.
14. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
15. Members seeking any information with regard to the accounts, operations, etc. are requested to write to the Company at an early date on or before 27th September, 2025 so as to enable the Management to keep the information ready at the meeting.
16. Go Green Initiative: Members holding Shares in physical form are requested to register their email IDs with the Company's RTA i.e. MUFG Intime India Private Limited (Formally Known as LinkIntime India Private Limited) and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Members whose email IDs have undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.
17. Mandatory PAN Submission: The Securities and Exchange Board of India (SEBI) have mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's RTA, MUFG Intime India Private Limited (Formally Known as LinkIntime India Private Limited).
18. Unclaimed Dividend: Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company. Members are requested to contact M/s. MUFG Intime India Private Limited (Formally Known as LinkIntime India Private Limited)
19. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts

or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents or have any other queries may write to us at cs@inventuregrowth.com and 02271148500.

20. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may write an email to instameet@in.mpms.mufg.com or call on +91 (022) 4918 6175.
21. All grievances connected with the facility for voting by electronic means may be addressed to instameet@in.mpms.mufg.com or call on +91 (022) 4918 6175.

Eligible Members whose email addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5:00 p.m. IST on Tuesday, 02nd September, 2025 pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2024-25 and the procedure for remote e-voting along with the login Id and password for remote e-voting.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders / Members can also download NSDL

Mobile App "NSDL Speede" facility by scanning the

QR code mentioned below for seamless voting experience



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
 - o Shareholders holding shares in NSDL form, shall provide ‘D’ above
 - o Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

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

22. VOTING BY MEMBERS:

- A. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on Resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) as explained below.
- B. The voting rights of the Ordinary Shareholders shall be in the same proportion to the paid-up ordinary share capital and in case of voting rights on the ‘A’ Ordinary Shares, the holder shall have been titled to one vote for every one ‘A’ Ordinary Shares held.
- C. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Wednesday, 03rd September, 2025 (‘cut-off date’) shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.

- D. The Members can opt for only one mode of remote –voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
- E. The Board of Directors has appointed Mr. Dharmesh Zaveri (MembershipNo.5418) Proprietor, 'D. M. Zaveri & Co., (Certificate of Practice: 4363) Company Secretaries, Mumbai as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

GENERAL INSTRUCTIONS FOR E-VOTING:

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd September, 2025.
2. The e-voting period commences on 25th September, 2025 (09.00 a.m. IST) and ends on 28th September, 2025 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 23rd September, 2025 i.e. cut-off date, may cast their vote electronically.
3. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
4. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. 23rd September, 2025, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. Mr. Dharmesh Zaveri, proprietor of M/s. D. M. Zaveri & Co., Company Secretaries (FCS No. 5418 CP. No. 4363) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the AGM, 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 3 days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
 1. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.inventuregrowth.com and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- c) Select the "Company Name" and register with your following details:
- d) Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

e) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

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

ITEM NO. 3:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board’s report, prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint an Individual as Secretarial Auditor for a maximum of one term of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting. Accordingly, based the Board of Directors has approved the appointment of Mr. Mr. Dharmesh Zaveri, Proprietor, ‘D. M. Zaveri & Co., Company Secretaries , in their meeting held on 21st May, 2025, as the Secretarial Auditors of the Company for a period of five years, commencing from 01st April, 2025, to 31st March, 2030. The appointment is subject to shareholders’ approval at the Annual General Meeting.

Mr. Dharmesh Zaveri, Proprietor, ‘D. M. Zaveri & Co., Company Secretaries is a peer reviewed and a well-established Company Secretary, registered with the Institute of Company Secretaries of India, New Delhi. M/s. D M Zaveri & Co., Company Secretaries established in the year 2001, is a reputed firm of Practising Company Secretaries with over two decades of excellence in the field. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The Firm is specialized in delivering comprehensive professional services across Corporate Laws, Secretarial Audit, Due Diligence Audits, Compliance Audits, SEBI Regulations and FEMA Regulations Securities law including Corporate Governance & CSR, Capital markets, RBI, etc.

The proposed remuneration to be paid to Mr. Dharmesh Zaveri, Proprietor of ‘D. M. Zaveri & Co., Company Secretaries shall be as may be fixed by the Board of Directors of the Company from time to time plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending 31 March 2026. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. Besides the Secretarial Audit services, the Company may also obtain certifications from them under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any. The Board of Directors and the Audit Committee shall approve revisions to the remuneration for the remaining part of the tenure

Mr. Dharmesh Zaveri, Proprietor, ‘D. M. Zaveri & Co., Company Secretaries has provided his consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of Mr. Dharmesh Zaveri, Proprietor, ‘D. M. Zaveri & Co., Company Secretaries as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution at Item No. 3 of the Notice for the approval of the Members by way of Ordinary Resolution.

ITEM NO. 4:

Re-appointment of Mr. Kamlesh Limbachiya as Wholetime Director of the Company. The Board of Directors in the meeting held on 05th August 2025, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Mr. Kamlesh Limbachiya as wholetime Director

of the Company. The principal terms and conditions of appointment Mr. Kamlesh Limbachiya as Wholetime Director (herein after referred to as an “Executive Director”) is as follows:

- A. TENURE OF APPOINTMENT:** The appointment of the Executive Directors is for a period of Three years with effect from 1st April, 2026.
- B. NATURE OF DUTIES:** As Executive Directors shall devote their Wholetime and attention to the business of the Company and shall perform such duties as may be entrusted to them by the Board from time to time and separately communicated to them and exercise such powers as may be assigned to them, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Wholetime Director from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company
- C. REMUNERATION:** I. Basic Salary: Current Basic Salary of up to ₹ 2,00,000/- per month. The annual increments, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee (“NRC”) or by the NRC on authority of the Board and will be performance-based and take into account the Company’s performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.
- II. Benefits, Perquisites & Allowances: a. Housing Allowances: As per the rules of the Company. b. Medical Reimbursement incurred for himself and his family: As per the rules of the Company. c. Personal accident / Medical Insurance: As may be decided by the Board/Nomination and Remuneration Committee. d. Club Memberships: Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad. e. Leave Encashment: As per the rules of the Company. f. Personal Accident Insurance: As may be decided by the Board/Nomination and Remuneration Committee. g. Benefits, if any, assigned under Keyman Insurance Policy. h. Other Allowances: As may be decided by the Board/ Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto. Explanation: Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost. i. Telephone: Free telephone(s) at his residence; Personal long distance calls will be billed to the Wholetime Director, J. Bonus as per the rules of the Company. Explanation: The amenities shall not be included for the purposes of computation of the remuneration as aforesaid.
- D. MINIMUM REMUNERATION:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- E. OTHER TERMS OF APPOINTMENT:** The Whole Time Director shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any selling agency of the Company.
- The terms and conditions of the appointment of the Whole Time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Directors, subject to such approvals as may be required.
 - The Agreement may be terminated by either party by giving to the other party Three months’ notice of such termination or the Company paying Three months’ remuneration in lieu thereof.
 - The employment of the Wholetime Director may be terminated by the Company without notice or payment in lieu of notice:
 - if the Wholetime Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which they are required to render services; or
 - in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Wholetime Director of any of the stipulations contained in the Agreement;
 - Upon the termination by whatever means of the Wholetime Director’s employment:
 - the Wholetime Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of

the Act and shall resign as trustee of any trusts connected with the Company; • the Executive Director shall not without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.

- e. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Directors, unless specifically provided otherwise.
- f. The terms and conditions of appointment of the Wholetime Director also include clauses pertaining to adherence with the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.
- g. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Directors will cease to be the Executive Director, and also cease to be a Director. If at any time, the Wholetime Director ceases to be a Director of the Company for any reason whatsoever, they shall cease to be the Wholetime Director, and the Agreement shall forthwith terminate. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Kamlesh Limbachiya as Wholetime Director has been received by the Company, and consent has been filed by Mr. Kamlesh Limbachiya as Wholetime Director pursuant to Section 152 of the Act. The Directors are of the view that the appointment of Mr. Kamlesh Limbachiya as whole time Director will be beneficial to the operations of the Company and the remuneration payable to them is commensurate with their abilities and experience and accordingly commend the Resolutions at Item No. 4 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

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:-

| Particulars | As on March 31, 2025 | As on March 31, 2024 | As on March 31, 2023 |
|------------------------|----------------------|----------------------|----------------------|
| Total Income | 354,070,862 | 481,656,827 | 414,732,761 |
| Profit/Loss before Tax | 17,871,575 | 100,241,789 | 60,329,165 |
| Profit after Tax | 15,11,059 | 60,564,928 | 42,035,215 |

5. Foreign Investments or collaborations, if any: NIL

B. INFORMATION ABOUT THE APPOINTEE: -

1. Background details:

Mr. Kamlesh Limbachiya has been taking care of the day to day activities of the Company. He has 23 years of experience in Readymade Garments business including 19 years of experience in construction business and 10 years of experience in broking business.

2. Past remuneration:

Details of the remuneration paid to Mr. Kamlesh Limbachiya in previous three financial years.

| Sr. No. | Year | | Remuneration (in ₹) |
|---------|------------|------------|----------------------|
| | From | To | |
| 1 | 01.04.2022 | 31.03.2023 | 2580000 |
| 2 | 01.04.2023 | 31.03.2024 | 2580000 |
| 3 | 01.04.2024 | 01.04.2025 | 2580000 |

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

His work profile includes Stock Broking experience, construction business with experience of 23 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:

Mr. Kamlesh Limbachiya has no pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel.

C. OTHER INFORMATION: -**1. Reasons of loss or inadequate profits:**

The profits of the Company have increased over the years. For the year ended 31st March, 2025, the Company has made Profit before tax of ₹ 17,817,575 and Profit after tax of ₹ 15,11,059. 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 started entered in new segment of SLBM.

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

The Company's tight control on cost, retaining client base and improving infrastructure is expected to improve the profit before depreciation, interest and tax over the years.

None of the other Directors or Key Managerial Persons and their relatives are interested in the said resolution no. 4

The Board recommends the Resolution at Item No. 4 of the Notice for the approval of the Members by way of Ordinary Resolution.

ITEM NO. 5:

Re-appointment of Mrs. Lasha Meet Rita as Whole Time Director of the Company. The Board of Directors in the meeting held on 05th August 2025, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Mrs. Lasha Meet Rita as Whole Time Director of the Company. The principal terms and conditions of appointment Mrs. Lasha Meet Rita as Whole Time Director (herein after referred to as an "Executive Director") is as follows:

- A. TENURE OF APPOINTMENT:** The appointment of the Executive Directors is for a period of Three years with effect from 12th September, 2026.
- B. NATURE OF DUTIES:** As Executive Directors shall devote their Wholetime and attention to the business of the Company and shall perform such duties as may be entrusted to them by the Board from time to time and separately communicated to them and exercise such powers as may be assigned to them, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Wholetime Director from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company
- C. REMUNERATION:**
- I. Basic Salary:** Current Basic Salary of up to ₹ 1,25,000/- per month. The annual increments, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee (“NRC”) or by the NRC on authority of the Board and will be performance-based and take into account the Company’s performance as well, provided that the total remuneration shall not exceed the limits specified under the Companies Act, 2013.
- II. Benefits, Perquisites & Allowances:** a. Housing Allowances: As per the rules of the Company. b. Medical Reimbursement incurred for himself and his family: As per the rules of the Company. c. Personal accident / Medical Insurance: As may be decided by the Board/Nomination and Remuneration Committee. d. Club Memberships: Subscription or reimbursement of membership fees (including admission and life membership) for two clubs in India and/or abroad. e. Leave Encashment: As per the rules of the Company. f. Personal Accident Insurance: As may be decided by the Board/Nomination and Remuneration Committee. g. Benefits, if any, assigned under Keyman Insurance Policy. h. Other Allowances: As may be decided by the Board/ Committee from time to time, subject to the provisions of the Companies Act, 2013 and Schedule V thereto. Explanation: Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost. i. Telephone: Free telephone(s) at his residence; Personal long distance calls will be billed to the Wholetime Director, J. Bonus as per the rules of the Company. Explanation: The amenities shall not be included for the purposes of computation of the remuneration as aforesaid.
- D. MINIMUM REMUNERATION:** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- E. OTHER TERMS OF APPOINTMENT:**
- a. The Whole Time Director shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Whole Time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Directors, subject to such approvals as may be required.
- c. The Agreement may be terminated by either party by giving to the other party Three months’ notice of such termination or the Company paying Three months’ remuneration in lieu thereof.
- d. The employment of the Wholetime Director may be terminated by the Company without notice or payment in lieu of notice: • if the Wholetime Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which they are required to render services; or • in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Wholetime Director of any of the stipulations contained in the Agreement;

- e. Upon the termination by whatever means of the Wholetime Director’s employment: • the Wholetime Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company; • the Executive Director shall not without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- f. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Directors, unless specifically provided otherwise.
- g. The terms and conditions of appointment of the Wholetime Director also include clauses pertaining to adherence with the Company’s Code of Conduct, non-solicitation and maintenance of confidentiality.
- h. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Directors will cease to be the Executive Director, and also cease to be a Director. If at any time, the Wholetime Director ceases to be a Director of the Company for any reason whatsoever, they shall cease to be the Wholetime Director, and the Agreement shall forthwith terminate. Requisite Notice under Section 160 of the Act proposing the appointment of Mrs. Lasha Meet Rita as Whole Time Director has been received by the Company, and consent has been filed by Mrs. Lasha Meet Rita as Whole Time Director pursuant to Section 152 of the Act. The Directors are of the view that the appointment of Mr. Kamlesh Limbachiya as whole time Director will be beneficial to the operations of the Company and the remuneration payable to them is commensurate with their abilities and experience and accordingly commend the Resolutions at Item No. 4 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution. In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

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:-

| Particulars | As on March 31, 2025 | As on March 31, 2024 | As on March 31, 2023 |
|------------------------|----------------------|----------------------|----------------------|
| Total Income | 354,070,862 | 481,656,827 | 414,732,761 |
| Profit/Loss before Tax | 17,871,575 | 100,241,789 | 60,329,165 |
| Profit after Tax | 15,11,059 | 60,564,928 | 42,035,215 |

- 5. Foreign Investments or collaborations, if any: NIL

INFORMATION ABOUT THE APPOINTEE: -

1. Background details:

Mrs. Lasha Rita has experience of 9 years including 6 years of experience in Securities Market. She is handling day to day activities of the Company which includes Operations, Accounts and technology. She is also developing technology-based system to improve the quality and performance of various departments.

2. Past remuneration:

Details of the remuneration paid to Mrs. Lasha Meet Rita in previous three financial years.

| Sr. No. | Year | | Remuneration (in ₹) |
|---------|------------|------------|----------------------|
| | From | To | |
| 1 | 01.04.2022 | 31.03.2023 | 1612500 |
| 2 | 01.04.2023 | 31.03.2024 | 1612500 |
| 3 | 01.04.2024 | 01.04.2025 | 1612500 |

3. Recognition of Awards: NIL

4. Job profile and his suitability

Her work profile includes Stock Broking experience, Accounts & Technology with experience of 9 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:

Mrs. Lasha Rita is daughter in law of Mr. Kanji B. Rita Chairman & Managing Director of the Company.

OTHER INFORMATION: -

1. Reasons of loss or inadequate profits:

The profits of the Company have increased over the years. For the year ended 31st March, 2025, the Company has made Profit before tax of ₹ 17,817,575 and Profit after tax of ₹ 15,11,059. 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 started entered in new segment of SLBM.

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

The Company's tight control on cost, retaining client base and improving infrastructure is expected to improve the profit before depreciation, interest and tax over the years.

None of the other Directors or Key Managerial Persons and their relatives are interested in the said resolution no. 5

The Board recommends the Resolution at Item No. 5 of the Notice for the approval of the Members by way of Ordinary Resolution.

ITEM NO. 6:

In terms of Section 185, no Company shall advance any loan, including any loan represented by a book debt to or any guarantee to entities where directors are interested as per the provisions of Section 185. However post amendment the abovesaid transactions specified under section 185 are allowed provided Members approval is received for the said loans/advances vide special resolution Since the Borrowers are relative of Directors of the Company ie. Mr. Jayesh Rupshi Shah and Mrs. Swati Jayesh Shah is Father and Mother of Mrs. Lasha M. Rita, Whole Time Director of the Company.

The Company is proposed to seek the approval of the shareholders for ₹ 4,20,00,000 (Rupees Four Crores Twenty Lakhs only) debit balance in Trading account maintained with the Company and Margin Trading Facility provided by the Company to Mr. Jayesh Rupshi Shah (Father of Mrs. Lasha M. Rita) and/or Mrs. Swati Jayesh Shah (Mother of Mrs. Lasha M. Rita). The debit balance in the Trading account and the Margin Trading Facility upto above mentioned will be utilized by them either jointly/severally during the Financial year.

The members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrower for personal use only.

Except Mr. Kanji B. Rita, Chairman and Managing Director, Mrs. Lasha M. Rita, Director, and their respective relatives, none of the other Directors, Key Managerial Personnel, or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution No. 6.

The resolution as set forth in Item no. 06 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings held on 05th August, 2025. Therefore, it is placed before the members for their approval by way of special resolution.

ITEM NO. 7

The Company had filled Letter of Offer to stock exchange dated 25th June, 2024 for the right issue under and got the approval from Bombay Stock Exchange on 9th July, 2024 and National Stock Exchange of India on 10th July, 2024. The Company has raised ₹ 4893 lakhs from right issue of its equity shares (the Issue) the Net Proceeds from the Issue were ₹ 4803 Lakhs (hereinafter referred to as "Right Issue Proceeds").

The Company had in terms of Letter of offer propose to utilize the Right Issue Proceeds towards:

| Sr. No. | Particulars | Amount (₹ in lakhs) | Amount to be utilized form right issue (₹ in lakhs) |
|---------|---|---------------------|---|
| 1. | Expansion of Arbitrage and share trading business * | 2072.00 | 1910.00 |
| 2. | Working Capital to invest in stock in trade expansion of arbitrage and share trading business and Incremental Margin Requirement for F&O and other Derivative products@ | 1000.00 | 1000.00 |
| 3. | Expansion of margin trading facilities business to provide leverage to exiting clients to benefit from the Volatility in the current Market ^ | 1500.00 | 1500.00 |
| 4. | Investing in the new edge proprietary technology and software# | 393.00 | 393.00 |
| | Total | 4965.00 | 4803.00 |

*Brief Description of Expansion of Arbitrage and share trading business:

| Sr. No | Brief Description | Amount (₹ in lakhs) | Amount to be utilized form right issue (₹ in lakhs) |
|--------|-------------------------------------|---------------------|---|
| 1 | Acquisition of Office Premises | 1800.00 | 1800.00 |
| 2 | Stamp Duty (6%of 18Cr) | 108.00 | NIL (stamp duty paying from internal accruals) |
| 3 | Furniture and Fixture | 100.00 | 100.00 |
| 4 | Computers Hardware's and Software's | 64.00 | 10.00 (remaining 54.00 For Computers Hardware's and Software's paying from internal accruals) |
| | Total | 2072.00 | 1910.00 |

@ Working capital requirement for expansion of arbitrage and share trading business and Incremental Margin Requirement for F&O and other Derivative products

| Sr. No | Brief Description | Amount (₹ in lakhs) |
|--------|---|---------------------|
| 1. | Additional working capital to invest in stock in trade of shares and securities | 500.00 |
| 2. | Incremental Margin requirement for F&O and other derivatives product | 500.00 |
| | Total | 1000.00 |

#Brief investment requirement for investment in new edge technology and software

| Sr. No | Brief Description | Amount (₹ in lakhs) | Amount to be utilized form right issue (₹ in lakhs) |
|--------|---|---------------------|---|
| 1 | New Edge Back Office Software | 100.00 | 100.00 |
| 2 | Risk Management Software | 40.00 | 40.00 |
| 3 | Algo Trading Software | 180.00 | 180.00 |
| 4 | Additional Hardware for above software | 50.00 | 50.00 |
| 5 | Additional expenses on recurring maintenance and Research and Development of software | 23.00 | 23.00 |
| | Total | 393.00 | 393.00 |

Whilst the Company has made best effort to utilize the Right Issue proceeds as per the terms of the Issue ₹ 478.98 lakhs in escrow account and ₹ 13.20 lakhs in Own expense account as on 30th June, 2025 which was proposed to be utilized for the following purposes:

| Sr. No. | Original Object | Amount (₹in lakhs) |
|---------|--|--------------------|
| 1. | Issue Expense | 13.20 |
| 2. | Expansion of Arbitrage and Share Trading Business | |
| | i. Acquisition of Office premises | |
| | ii. Furniture and Fixtures | 110.00 |
| 3. | Investing in the new edge proprietary technology and software. | |
| | i. New Edge Back Office Software | |
| | ii. Risk Management Software | |
| | iii. Algo Trading Software | |
| | iv. Additional Hardware for above software | |
| | v. Additional expenses on recurring maintenance and Research and Development of software | 368.98 |

Looking at the current scenario the company does not foresee spending ₹ 368.98 lakhs the unutilized amount on the objects mentioned in the letter of offer.

Furthermore the company has managed to save on property price an amount of ₹ 19.17 lakhs and ₹ 13.20 lakhs on issue expense.

Further an amount of ₹ 90.83 lakhs is still in Process to be spent on furniture and fixtures and it will be done in future.

The particulars of the particulars of the proposed alteration or change in the object as mentioned in letter of offer:

(₹ In Lakhs)

| Sr. No. | Original Object | Funds Unutilised | Altered or changed object | Amount to be utilised in altered object |
|---------|--|------------------|---|---|
| 1. | Acquisition of Office Premises | 19.17 | Purchase of additional parking | 19.17 |
| 2. | Furniture and Fixtures | 90.83 | Furniture and Fixtures | 90.83 |
| 3. | New Edge Back Office Software | 94.00 | Additional working capital to invest in stock in trade of shares and securities | 94.00 |
| 4. | Risk Management Software | 40.00 | Expansion of Margin Trading Facility | 40.00 |
| 5. | Algo Trading Software | 180.00 | I. Stamp Duty on purchase of office premises (which was supposed to be utilised from internal accruals) | 94.50 |
| | | | II. Expansion of Margin Trading Facility | 85.50 |
| 6. | Additional Hardware for above Software | 31.98 | Purchase of Computer, Hardware and Software* | 31.98 |
| 7. | Additional Expense on Recurring Maintenance and research and development of software | 23.00 | Purchase of Computer, Hardware and Software* | 23.00 |
| 8. | Right Issue Expense | 13.20 | Purchase of Computer, Hardware and Software* | 13.20 |

* Note: The purchase of computer hardware and software will be utilised in tranches and also for Annual Maintenance Chargers.

The particulars of the proposed alteration or change in the objects:

The Unutilised right issue proceeds of ₹ 492.18 Lakhs is intended to be utilised for business expansion, working capital etc.

The reasons for alteration or change in the object

Looking at the current scenario the company do not wish to invest in New Edge Proprietary Technology and Software and the unutilised amount from Acquisition of Office Premises and Issue Expense could not be fully utilised.

The justification for alteration or change in the object:

The Board considers it prudent to re-classify the Unutilized Amount towards various objects stated above for optimum utilization of Right Proceeds and maximize the return on investment for members of the Company and ensuring future growth of the Company..

The Board of Directors of your Company recommends the Resolution as set out in Item No. 7 of the accompanying notice for the approval of members of the Company as a Special Resolution.

Except for Mr. Kanji Rita, and Mrs. Lasha Meet Rita, Wholetime Directors of the Company and their relatives if any, None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 7 of this Notice except to the extent of their shareholdings in the Company, if any.

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment in the ensuing AGM.

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

| Name of the Director | Lasha M. Rita | Kamlesh S. Limbachiya |
|---|---|---|
| Director Identification Number (DIN) | 08104505 | 02774663 |
| Date of Birth | 24 th March, 1995 | 27 th September, 1967 |
| Date of First Appointment on the Board | 30 th January, 2019 | 12 th February, 2014 |
| Profile / Expertise in Specific functional Areas. | Mrs. Lasha M. Rita is a Wholetime Director of the Company with effect from 30 th January, 2019. She has experience of 9 years including 6 years of experience in Securities Market. She is handling day to day activities of the Company which includes Operations, Accounts and technology. She is also developing technology-based system to improve the quality and performance of Various departments. | Mr. Kamlesh S. Limbachiya is a Wholetime Director of the Company with effect from 1 st April 2014. He has 23 years of experience in Readymade Garments business including 19 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. |
| Qualifications | B.M.S., M. Com and PGDM in Marketing | B.Com |
| No. of Board Meetings attended during the financial year ended March 31, 2025 | 8/8 | 8/8 |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | <ul style="list-style-type: none"> Inventure Commodities Limited | <ul style="list-style-type: none"> Keshvi Developers Private Limited Inventure Wealth Management Limited Inventure Commodities Limited Inventure Developers Private Limited Inventure Merchant Banker Services Private Limited |
| Names of listed entities from which the director have resigned in the past three years. | NA | NA |
| Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.) | Nil | Stakeholder Relationship Committee 1. Inventure Growth & Securities Limited - Member |
| Number of Shares held in the Company | Nil | Nil |

| Name of the Director | Lasha M. Rita | Kamlesh S. Limbachiya |
|---|--|--|
| Inter-se relationship with other Directors and Key Managerial Personnel | Daughter in Law of Mr. Kanji Bachubhai Rita | - |
| Details of Remuneration sought to be paid | 1,25,000/- pm | 2,00,000/- pm |
| Remuneration last drawn by the Director | 1,25,000/- pm | 2,00,000/- pm |
| Justification for choosing the appointee for the appointment as Independent Directors | NA | NA |
| Information as required pursuant to the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018. | Not debarred from holding the office of director pursuant to any SEBI order or any such authority. | Not debarred from holding the office of director pursuant to any SEBI order or any such authority. |