



**Registered Office: 201, 2nd Floor, Viraj Tower, Near Landmark, Western Express Highway Andheri (East), Mumbai- 400069
CIN: L65990MH1995PLC089838, E-Mail: cs@inventuregrowth.com, Website: www.inventuregrowth.com
Tell. No: 02271138500**

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

**To,
The Members of
INVENTURE GROWTH & SECURITIES LIMITED**

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS-2) and any other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members as Special Resolution by way of Postal Ballot for your consideration and voting.

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

The Board of Directors of the Company has appointed Mr. Dharmesh Zaveri, Company Secretary in Practice, to act as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and on the Postal Ballot Form (annexed hereto) and follow the same for voting. Members opting to vote through physical mode i.e., dispatching the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed on the Form enclosed herewith and return the same duly completed and signed in the enclosed self-addressed pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on 13th April 2018, being the last date for receipt of Postal Ballot Forms. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the member with the facility to exercise to Right to Vote Electronically, i.e. through e-voting facilities provided by Central Depository Services Limited (CDSL). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instruction in the Postal Ballot Form under the section 'Voting through Electronic means'. The voting period shall commence at 9.00 a.m. on 15th March 2018 and ends at 13th April 2018 at 5.00 p.m.

References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit her report to the Chairman/Director of the Company after the completion of the Scrutiny of the postal ballot and e-voting. The result of the Postal Ballot shall be announced on or before 15th April 2018, at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL, CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website: www.evotingindia.com and The resolutions, if approved, will be taken as passed effectively on 13th April 2018.

Members requiring any clarifications on e-voting may contact Central Depository Services Limited on toll freenumber 1800 3454001 or by email helpdesk.evoting@cdslindia.com

ITEM NO. 1: AMENDMENT OF INCIDENTAL OR ANCILLARY OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to provisions of Sections 4, 13 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for alteration of object clause of the Company by insertion and substitution of the below mentioned ancillary clause in addition to existing clauses, of the Memorandum of Association of the Company.

“RESOLVED FURTHER THAT clause III (B) of the Memorandum of Association of the company be and is hereby altered by substituting the existing Clause 5 under **“Objects incidental or ancillary to the attainment of the main objects”** as follows:

(III) (B) The objects incidental or ancillary to the attainment of the main objects:

5. To acquire, purchase, take over, form new entity, invest surplus money or amalgamate business of Companies having similar or different objects which under the existing circumstance from time to time may conveniently or advantageously be combined with business of the Company.

“RESOLVED FURTHER THAT clause III (B) of the Memorandum of Association of the company be altered by inserting following sub-clauses as clause 22 after existing sub-clause 21 under **“Objects incidental or ancillary to the attainment of the main objects”** as follows and all subsequent clauses be re-numbered accordingly:

(III) (B) The objects incidental or ancillary to the attainment of the main objects:

22. T. To promote one or more company(ies) directly or through its subsidiaries, from time to time which can engage in all activities related to real-estate sector including but not limited to construction and development in accordance to the such applicable provisions of the regulatory authorities/act applicable, if any; from time to time

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps As may be necessary to give effect to this resolution.”

By order of the Board

For Inventure Growth and Securities Limited.

Bhavi Gandhi
Company Secretary

Date : : 12th February 2018

Place: Mumbai

Notes :-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Resolution and the reasons thereof is annexed hereto.
2. Pursuant to the **“Green Initiative in the Corporate Governance”** taken by Ministry of Corporate Affairs, Govt. of India, in 2011, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on 9th March 2018 i.e. Record Date. Any person who is not a Member as on the said record date should treat this Notice for information purposes only.
3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Notice of Postal Ballot along with the Postal Ballot Form through other permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.inventuregrowth.com, and on the website of CDSL i.e. www.cdslindia.com.
5. Voting rights of the Members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the record date.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer’s decision on the validity of a Postal Ballot/E-voting will be final.
8. In compliance with the provisions of Section 108 of the Act read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “e-voting procedure”. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall be treated as invalid.
9. The Scrutinizer shall; after scrutinizing the Ballot Forms and after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company; make a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, on or before 15th April, 2018 before 5 P.M., to the Chairman or any other Director or the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The results of the Postal Ballot will be announced by the Chairman of the Company or any other Director or Company Secretary authorized by the Chairman on or before 15th April 2018 at the Registered Office of the Company and shall also be displayed on the Notice Board of the Company’s Registered Office. The results declared along with the Scrutinizer’s Report shall also be placed on the Company’s website www.inventuregrowth.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the Stock Exchange.

10. **E-Voting procedure :**

- (i) The voting period shall commence at 9.00 a.m. on 15th March 2018 and ends on 5 p.m. at 13th April 2018; During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, 9th March 2018 i.e. Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use in the PAN field the first two characters of their name in CAPITAL letters e.g. If your name is Ramesh Kumar then enter RA followed by the Sr. No. given at the top/beginning of the address Slip (pasted on envelope).
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (xi) Click on the EVSN for the relevant on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login/changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 15th March 2018. Please follow the instructions as prompted by the mobile app while voting on your mobile..
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

11. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members
12. All the documents referred to in Resolution/Explanatory Statement will be available for inspection at the Registered and Corporate Office of the Company on all working days from 15th March 2018 to 13th April 2018 upto the date of declaration of result of Postal Ballot.
13. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders, if approved by the requisite majority as on the date of declaration of result. The result of the voting by Postal Ballot (with the Scrutinizer's Report) will be announced at the Registered on or before 15th April 2018
14. In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organized through CDSL, such members may send a request to the Company at cs@inventuregrowth.com for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot so as to reach by 13th April 2018 before 5.00 p.m.. Members, holding shares as on 15th March 2018, who had not received postal ballot notice and form may apply to Registrar Share Transfer Agent of the Company and obtain duplicate copy thereof.
15. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-
Compliance Officer: cs@inventuregrowth.com
: helpdesk.evoting@cslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

Your Company is into broking business and intend to incorporate a wholly owned subsidiary having business activities of real estate sector. The existing Memorandum of Association of your Company does not contain specific clause to enable it to form a subsidiary with similar and/or different objects and hence to enable it to incorporate such company as its subsidiary company with different objectives your board has proposed to amend existing Memorandum of Association by substitution/ insertion of relevant clauses in this regard in object clause under the head "The objects incidental or ancillary to the attainment of the main objects" of the Memorandum of Association of the Company.

For amendment of object clauses of Memorandum of Association require approval of members by way of passing special resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014. The necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice. The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11.00 A.M. and 1.00 P.M. upto the last date for receiving the postal ballot forms.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions as set out in this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

By order of the Board.

For Inventure Growth & Securities Limited

Bhavi Gandhi
Company Secretary
Date : 12th February 2018
Place: Mumbai

Registered Office
201, 2ND FLOOR, VIRAJ TOWER,
NEAR LANDMARK, WESTERN EXPRESS HIGHWAY
ANDHERI(EAST), MUMBAI- 400069