30th Annual Report

2023-2024



Upsurge Investment & Finance Limited

BOARD OF DIRECTORS	Mr. Dayakrishna Goyal Mr. Hansraj Goyal Mr. Dinesh Vijayvargia Mrs. Pratibha Goyal
CHIEF FINANCIAL OFFICER	Mr. Mayank Goyal
COMPANY SECRETARY	Mr. Jitendra Gupta
AUDITORS	M/s. Jain &Trivedi Chartered Accountants
REGISTRAR & SHARE TRANSFER AGENT	Adroit Corporate Services Private Limited 17-20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (East), Mumbai-400059 Tel No.: 91-22-42270400 Email:info@adroitcorporate.com
REGISTERED OFFICE	Office No. 303, Morya Landmark-I, Behind Crystal Plaza, Off New Link Road, Andheri (West), Mumbai-400053 Tel No.: 91-22-67425441 Email:info@upsurgeinvestment.com CIN: L67120MH1994PLC079254

CONTENTS **PAGE NO.**

- Notice of Annual General Meeting…… 1
- Directors Report ……. 18
- Report on Corporate Governance…… 36
- Auditors Certificate on Corporate Governance…….. 58
- Management Discussion Analysis……. 59
- Independent Auditors Report……. 71
- Balance Sheet……. 84
- Statement of Profit & Loss Account……..... 86
- Cash Flow Statement……. 87
- Statement of Change in Equity…….. 89
- Notes to the Financial Statements……. 90

NOTICE OF THE 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting ("30th AGM") of the members of Upsurge Investment and Finance Ltd. will be held on Monday, 30th September 2024 at 1.00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("VC"/"OAVM") facility, to transact the following business (es):

ORDINARY BUSINESS:

ITEM NO. 1- Adoption of Financial Statements

To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2- Appointment of Mrs. Pratibha Goyal as a Director liable to retire by rotation

To appoint a director in place of Mrs. Pratibha Goyal (DIN: 00399056), who retires by rotation and being eligible, seeks reappointment.

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Pratibha Goyal (DIN: 00399056), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

ITEM NO. 3- Appointment of Mr. Satish Gupta as an Independent -non-executive director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Satish Gupta (DIN: 00227963) who was appointed as an Additional, Non-Executive, Independent Director on the recommendation of nomination & remuneration committee, with effect from 27th August, 2024 and who holds office up to the conclusion of this Annual General Meeting , and being eligible, and in respect of whom the Company has received a notice from a member in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a period of 5 (Five) consecutive years up to 26th August, 2029.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and any other regulatory authorities as may be required.

FURTHER RESOLVED THAT Mr. Satish Gupta shall be entitled to receive such remuneration, fees, and reimbursement of expenses as may be determined by the Board of Directors, in accordance with the provisions of the Companies Act, 2013 (or applicable legislation) and the remuneration policy of the Company.

FURTHER RESOLVED THAT a copy of this resolution certified to be true by any Director or Company Secretary be provided to the Independent Director and any other person or authority as may be required.

ITEM NO. 4- Appointment of Mr. Vivek Jain as an Independent Non – Executive Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vivek Jain (DIN: 00254694) who was appointed as an Additional, Non-Executive, Independent Director on the recommendation of nomination & remuneration committee, with effect from 27th August, 2024 and who holds office up to the conclusion of this Annual General Meeting , and being eligible, and in respect of whom the Company has received a notice from a member in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a period of 5 (Five) consecutive years up to 26th August, 2029.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and any other regulatory authorities as may be required.

FURTHER RESOLVED THAT Mr. Vivek Jain shall be entitled to receive such remuneration, fees, and reimbursement of expenses as may be determined by the Board of Directors, in accordance with the provisions of the Companies Act, 2013 (or applicable legislation) and the remuneration policy of the Company.

FURTHER RESOLVED THAT a copy of this resolution certified to be true by any Director or Company Secretary be provided to the Independent Director and any other person or authority

By Order of the Board

Jitendra Kumar Gupta
Company Secretary
ACS: 68061

Mumbai, dated 27th August 2024

NOTE

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to bkg_satyam@yahoo.com and to the Company at the email address info@upsurgeinvestment.com
5. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2024. Members seeking to inspect such documents can send an email to info@upsurgeinvestment.com
6. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividends on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 17 for the process to be followed for updating bank account details.
7. Members are requested to address all correspondence, including dividend-related matters, to RTA, Adroit Corporate Services Pvt. Ltd, Unit: **Upsurge Investment & Finance Limited.** 18-20, Jafferbhoy Ind. Estate, Ground Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059.
8. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the Central Depository Services Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email

addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mr. B.K. Gupta Partner (C.P. No. 40889) of M/s BKG & Associates, Practicing Chartered Accountant, (FRN: 114852W) as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

9. Members holding shares either in physical or dematerialized mode, as on the cut-off date, i.e. 23 September 2024, may cast their votes electronically. The e-voting period commences on Wednesday, September 25, 2024 (9:00 a.m. IST) and ends on Sunday, September 29, 2024 (5:00 p.m. IST). CDSL will disable the e-voting module after that. Members will not be allowed to vote again on any resolution on which a vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as of the cut-off date, i.e. September 23, 2024. A person who is not a member as of the cut-off date is requested to treat this Notice for information purposes only.
10. Pursuant to section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September 2024 to Monday, 30th September 2024 (both days inclusive) for the purpose of the 30th Annual General Meeting.
11. The Members may join the 30th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 12.45 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 30th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 30th AGM. Members may note that the VC/ OAVM Facility allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 30th AGM without any restriction on account of 'first come first served' basis.
12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
13. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. 23 September, 2024, may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
14. Details as required in Regulation 36 of the SEBI Listing Regulations, Secretarial Standard on General Meeting (SS-2) of ICSI and Section 102 of The Companies Act, 2013, forms integral part of the Notice.
15. In compliance with the Circulars, the Annual Report for 2023-24, the Notice of the 30th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).

16. SEBI vide its circular dated 25 January 2022, has mandated listed companies to henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialize their holdings.
17. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Adroit Corporate Services Pvt. Ltd at info@adroitcorporate.com., to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Adroit Corporate Services Pvt. Ltd, by email to info@adroitcorporate.com. or by post to Adroit Corporate Services Pvt. Ltd, Unit: **Upsurge Investment And Finance Ltd.** 18-20, Jafferbhoy Ind. Estate, Ground Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Members may access KYC Forms at https://upsurgeinvestment.com/investors

18. In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 01, 2023, Company's Registrar and Transfer Agent will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on

December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the Company sent communication intimating about the submission of the above details to all the Members holding shares in physical form.

19. Members who are yet to encash their earlier dividend warrants for the dividend in FY 2017-18, FY 2021-22, FY 2022-23 and FY 2023-24 are requested to contact the office of the Company Secretary & Compliance Officer/Adroit Corporate Services Private Limited, Registrar and Transfer Agent (RTA) of the Company for revalidation of the dividend warrants/issue of fresh demand drafts. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2024 on the website of the Company at www.upsurgeinvestment.com and also on the website of the Ministry of Corporate Affairs.
20. Members may also note that the Notice of the 30th AGM and the Annual Report 2023-24 will also be available on the Company's website at, https://upsurgeinvestment.com/investors/ , websites of the stock exchanges, i.e. BSE, at www.bseindia.com, respectively, and on the website of CDSL, https://www.evotingindia.com.
21. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
22. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, Shareholders are requested to complete their KYC by writing to the Company's RTA, Adroit Corporate Services Pvt. Ltd at info@adroitcorporate.com. The forms for updating the same are as mentioned in point no. 16.
23. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company's website, https://upsurgeinvestment.com
24. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins from **9.00 A.M. (IST) on Wednesday, September 25, 2024, and** ends on **Sunday, September 29, 2024, at 5.00 P.M. (IST).** During this period shareholders

of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **September 23, 2024,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020,** on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information

	provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.

	jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode, or any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

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

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 the 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.

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

(v) Click on the EVSN for the relevant **Upsurge Investment & Finance Limited** on which you choose to vote.

(vi) 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.

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

(viii) 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.

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

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the RTA at the email address viz; info@adroitcorporate.com and to the Company at the email address viz; info@upsurgeinvestment.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meetings & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@upsurgeinvestment.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@upsurgeinvestment.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@adroitcorporate.com.
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
   If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

UPSURGE INVESTMENTS & FINANCE LTD
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Andheri (W), Mumbai-400053
Tel : 022-67425441/42
info@upsurgeinvestment.com
https://upsurgeinvestment.com

By Order of the Board of Directors
for Upsurge Investment & Finance Ltd

Jitendra Kumar Gupta
Company Secretary
ACS: 68061

Mumbai, dated 27th August 2024

ANNEXURE TO AGM NOTICE

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of the Director	**Mrs. Pratibha Goyal**
DIN	00399056
Age	49
Date of first appointment in the current designation	30/09/2014
Qualification	B. Com
Brief Resume	She has worked for social causes and has been helping the needy since years. She is associated with many social groups.
Nature of expertise in specific functional areas	She is a social worker and has extended her hand towards the betterment of the society at large.
Directorships and Committee memberships held in other listing Companies as on 31.03.2023	Mrs. Goyal is not a director on the board of any other Listed company.
List of Companies in which Director resigned in the past three years	Nil
Inter-se relationship between directors	Mrs. Goyal is Wife of Mr. Dayakrishna Goyal, who is Managing Director of the company.
No. of Meetings of the Board attended	09 on 09 in the F.Y. 2023-24
Details of remuneration last drawn	NIL
Number of Shares held in the Company	22,86,330
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING 30TH ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015

Name of the Director	**Mr. Satish Gupta**	**Mr. Vivek Jain**
DIN	00227963	00254694
Date of Birth	21/07/1973	25/07/1976
Date of Appointment	27/08/2024	27/08/2024
Qualification	F. C. A.	F. C. A.
Nature of expertise in specific functional areas	Vast experience in the field of accounts, financial activities, Tax advisory services, auditing, and corporate governance.	Professional Experience for a CA Partner with 18+ Years of Diverse Experience As a Chartered Accountant, extensive expertise in various domains, including audit and assurance, bank audits, preparation of Internal Financial Control (IFC) frameworks, forensic audits, and handling government projects for Urban Local Bodies (ULBs) across multiple states.
Directorships and Committee memberships held in other listing Companies as on 31.03.2024	Mr. Gupta is an independent director and Member of the Audit Committee and Nomination & Remuneration Committee in one listed company.	Mr. Jain is not a director on the board of any other listed company.
Inter-se relationship between directors	Mr. Gupta is not related to any of the director or Key Managerial Personnel or their relative in the company.	Mr. Jain is not related to any of the director or Key Managerial Personnel or their relative in the company.
Number of Shares held in the Company	Nil	Nil

In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item and 3 and 4 Appointment of Independent Directors

The Board of Directors wishes to inform the shareholders that Mr Hansraj Goyal and Mr Dinesh Vijayvargiya have ceased to hold office as independent directors of the Company, effective from 29th September 2024. As no Independent director shall hold office for more than two consecutive terms, such an independent director shall be eligible for appointment after the expiry of three years of ceasing to become an Independent Director. Mr. Goyal & Mr. Vijayvargiya served as Independent Non-Executive Directors of the Company for 2 (two) consecutive Terms. Their departure was due to the completion of the term of office.

In light of the above, it is imperative for the continuity of effective governance and oversight that new independent directors be appointed to the Board. The appointment of independent directors is crucial for maintaining the balance of the Board and ensuring adherence to corporate governance standards.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Board at its meeting dated 27th August, 2024, approved the appointment of Mr. Satish Gupta (DIN: 00227963) & Mr. Vivek Jain (DIN: 00254694) as an Additional Directors (Independent) of the Company with effect from 27th August 2024. Pursuant to Sections 152 and 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, to hold the office for a period of 5 (Five) consecutive years not liable to retire by rotation subject to the approval of shareholders at the ensuing Annual General Meeting.

The Company has received a declaration from them stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They also gave their consent to be appointed as an Independent Director of the Company if so, appointed by the members.

Notice in writing has been received from the shareholders of the Company, under Section 160 of the Act, signifying their intention to propose Mr. Satish Gupta & Mr. Vivek Jain as a candidate for the office of Director.

The board Considers that The proposed independent directors bring a wealth of experience and expertise that will contribute significantly to the Board's decision-making processes and enhance the overall governance of the Company. Their appointment will help ensure that the Company continues to meet the regulatory requirements and maintain high standards of corporate governance.

The proposed appointments comply with Companies Act and SEBI (LODR), ensuring that the Board remains in line with industry best practices and legal requirements.

The Board recommends that the shareholders approve the appointment of Mr. Satish Gupta & Mr. Vivek Jain as independent directors. Their approval will contribute to the effective functioning of the Board and support the Company's ongoing commitment to governance excellence.

Except Mr. Satish Gupta & Mr. Vivek Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested,

financially or otherwise, in the resolution set out at Item No. 3 & 4 of the accompanying Notice of the AGM. The appointee directors are not related to any Director of the Company.

Details of the Directors seeking confirmation of appointment at the forthcoming annual general meeting under Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 is annexed in the Notice.

By Order of the Board

Jitendra Kumar Gupta
Company Secretary
ACS: 68061

Mumbai, dated 27th August 2024

BOARD'S REPORT

To,

The Members

Your directors have pleasure in presenting their Thirtieth (30th) Annual Report on the business and operations of the company along with the Audited Financial statements for the Financial Year ended 31st March, 2024.

FINANCIAL RESULTS

The summary of the Company's financial performance for FY 2024 as compared to FY 2023 is summarized below (Rs. in lakhs)

Particulars	Year Ended 31st March 24	Year Ended 31st March 23
Total Revenue	5,802.22	3,264.09
Less: Expenses excluding Depreciation, Finance Cost & Tax	4466.96	3157.28
Profit/(Loss) before Interest, Depreciation & Taxes	1335.26	**106.81**
Less: Interest & Financial Charges	13.97	16.52
Less: Depreciation	3.06	3.12
Profit/(Loss) before Tax	**1,318.23**	**87.17**
Less: Provision for Taxation Current Tax Previous Year Tax	191.72	36.86
Profit/(Loss) after Tax	**1,126.51**	**50.31**
Profit/(Loss) After Tax (PAT) including Other Comprehensive Income	**1,126.51**	**50.31**
Transfer to Statutory Reserve	225.30	9.98
Earnings per Share (EPS) (Rs.)	7.43	0.33

PERFORMANCE REVIEW

For the fiscal year ended 31st March 2024, the Company has achieved a total income of ₹5802.22 Lakhs representing a 77.76 % increase compared to ₹3264.09 Lakhs in the previous year. The net profit stood at ₹1126.51 Lakhs, up by 2139 % from ₹50.31 Lakhs last year, primarily due to robust performance in the equity market.

BUSINESS REVIEW AND STATE OF AFFAIRS OF YOUR COMPANY

Upsurge Investment and Finance Ltd. (UIFL) is a fast-growing NBFC engaged in providing financial advisory, capital-growing and holistic managerial services to small and mid-size enterprises. We have more than two decades of successful financial operations to our name. Our team consists of a host of industry experts and registered chartered accountants with over 120 years of combined experience in financial conceptualization, management and advisory.

We offer a wide range of financial managerial and advisory services, specializing in growth and funding advisory for SMEs. Our services include structured financing and debt syndication,

corporate and commercial loan services against equity and commodities, and corporate financial and capital-raising advisory from seed funding to IPOs. We pride ourselves over the ability to identify undervalued businesses and enable them with the financial resources to accelerate and realize their true growth potential.

In addition to our regular funding options, we work with the organization to advise them through their capital-raising processes. We assist their business from its initial seed stages right up till the capital-raising pre-IPO.

RESERVES

The company proposes to transfer Rs. 225.30 lakhs to the statutory reserves out of the amount available for appropriation.

DIVIDEND

During the Financial year ended 31st March, 2024, Board of Directors declared Interim Dividend @ 5% i.e Rs. 0.50/- per equity share of Rs. 10/- each in their meeting held on 26th August, 2023 for the F.Y 2023-24. Dividend was paid on 04th September, 2023.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the company which occurred between the end of the financial year to which these financial statements relate and the date of this report.

CHANGES TO SHARE CAPITAL

As on 31st March, 2024, the Authorized share capital of the Company is Rs. 1525 Lakhs and paid up share capital is Rs. 1515.24 Lakhs.

The Company had not issued any equity shares either with or without differential rights during the F.Y. 2023-24 and hence, the disclosure requirements under Section 43 and Rule 4 (4) of the Companies (Share Capital and Debentures) Rules, 2014, are not applicable.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds and shares which were required to be transferred to Investor Education and Protection Fund (IEPF).

DIRECTORS

The composition of the Board is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, with an appropriate combination of Non-Executive Directors and Independent Directors. The complete list of Directors of the Company has been provided as part of the Corporate Governance Report.

Section 152 of the Act provides that unless the Articles of Association provide for retirement of all directors at every AGM, not less than two-third of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation, of which one-third are liable to retire by rotation.

None of the Directors of your Company is disqualified under provisions of Section 164(2)(a) and (b) of the Companies Act, 2013.

Appointment and Cessation of Independent Director

As per Section 149(11) of the Companies Act 2013, no Independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent director. Accordingly, the tenure of Mr. Hansraj Goyal and Mr. Dinesh Vijayvargiya as Independent Directors of the Company shall come to an end on 29th September 2024, as they have served as Independent Non-Executive Directors of the Company for 2 (two) consecutive Terms.

In light of the above, it is imperative for the continuity of effective governance and oversight that new independent directors be appointed to the Board. The appointment of independent directors is crucial for maintaining the balance of the Board and ensuring adherence to corporate governance standards.

Based on the recommendation of the Nomination and Remuneration Committee The Board has recommended the appointment of Mr. Satish Gupta and Mr. Vivek Jain, as Independent Directors of the Company for 5 (five) consecutive years.

The board Considers that the proposed independent directors bring a wealth of experience and expertise that will contribute significantly to the Board's decision-making processes and enhance the overall governance of the Company. Their appointment will help ensure that the Company continues to meet the regulatory requirements and maintain high standards of corporate governance.

Director(s) liable to retire by rotation

Section 152 of the Act provides that unless the Articles of Association provide for the retirement of all directors at every AGM, not less than two-third of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation. Accordingly, Mrs. Pratibha D. Goyal (DIN: 00399056), Director, being longest in the office, shall retire by rotation at ensuing Annual General meeting and being eligible has offered herself for re-appointment.

The resolutions for the appointment/re-appointment of the directors proposed for shareholders' approval along with their brief profiles as detailed in the Notice of AGM would be placed for your approval.

Brief resume of the directors seeking appointment/re-appointment is given in the notice to the annual general meeting.

None of the Directors of your Company is disqualified under provisions of Section 164(2)(a) and (b) of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL ("KMPs")

As at March 31, 2024, the Company had following KMPs:

1) Dayakrishna Goyal– Managing Director
2) Mayank Goyal– Chief Financial Officer
3) Jitendra Gupta – Company Secretary

During the year under review, Ms. Diksha Joshi, the Company Secretary and Compliance Officer of the company resigned w.e.f. 19th October 2023.
On the recommendation of the Nomination and Remuneration Committee and Audit Committee, The Board has approved the appointment of Ms. Apoorva Yadav as the Company Secretary & Compliance Officer of the company effective from 10th January 2024, who has also resigned from 16th February 2024. Then again on the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board has appointed Mr. Jitendra Gupta as the Company Secretary & Compliance officer of the company effective from 06th March 2024 in place of Ms. Apoorva Yadav.

DECLARATION BY INDEPENDENT DIRECTORS

In terms of section 149 of the Act and the SEBI Listing Regulations, Mr. Hansraj Goyal (DIN: 00398273) and Mr. Dinesh Vijayvargia (DIN: 01131902) are the Independent Directors of the Company. All Independent Directors have submitted the declaration of independence, pursuant to the provisions of Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgment and without any external influence.

The terms and conditions of appointment of Independent Directors are also available on the website of the Company at www.upsurgeinvestment.com

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, expertise and hold highest standards of integrity.

CODE OF CONDUCT

The Board has laid down a code of conduct for Board members & Senior Management Personnel as per Regulation 17 & 26 (3) of the Listing Regulations & has been posted on the website of the Company.

Link – https://upsurgeinvestment.com/investors/

All the Board members & Senior Management Personnel have affirmed compliance with the said code of conduct for the year ended 31st March, 2024. A declaration to this effect, signed by the Whole-Time Director forms part of this Annual Report.

BOARD MEETINGS

A notice of the Board Meeting is circulated well in advance with Agenda, including detailed explanation to be discussed, to enable the Board to take an informed decision.

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement/Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Further, 09 (Nine) Board Meetings were held during the year ended 31st March 2024, the dates are 25th April, 2023, 22nd May 2023, 10th August, 2023, 09th September, 2023, 30th October,

2023, 06th December, 2023, 10th January, 2024, 23rd January, 2024 and 04th March, 2024. Detailed information on the Board Meetings with regard to attendance of each of the Directors thereat have been included in the Corporate Governance Report, which forms part of this Board Report.

Additionally, during the financial year ended 31st March, 2024 a separate meeting of the Independent Directors was held on 15th January, 2024 in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) and 25(4) of the Listing Regulations.

Post the Independent Directors Meeting, the collective feedback of each of the Independent Director was scaled and measured on defined ratings, thereby covering the performance of Board as a whole, performance of the non-independent directors and performance of the Chairman.

COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

The Board of Directors of your company has constituted various committees in compliance with the provisions of the Companies Act, 2013 and the SEBI, Listing Regulations:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee

Details of the composition, terms of reference and number of meetings held for respective committees are given in the Corporate Governance Report, which forms a part of this Report. Further, during the year under review, all recommendations made by the Audit Committee have been accepted by the Board.
All Committees of the Board of Directors were reconstituted, wherever needed during the financial year under review, in line with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the same has been disclosed in the Corporate Governance Report submitted with the Stock Exchange under regulation 27 of the Listing Regulations.

POLICY ON NOMINATION AND REMUNERATION OF DIRECTORS, KMP AND OTHER EMPLOYEES

In terms of section 178(3) of the Companies Act, 2013 and Regulation 19(4) read with part D of the Schedule II of the Listing regulations, the Nomination and Remuneration Committee of the Company has laid down a policy on selection and appointment of the directors and the senior management of the Company and their remuneration including criteria for determining qualification, positive attributes independence of directors and other matters. The policy is available on the Company's website at https://upsurgeinvestment.com/investors/

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The appointment and Remuneration Policies stated in the Corporate Governance Report of the Company that forms part of the Annual Report.

EVALUATION OF DIRECTORS, COMMITTEE AND BOARD

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provision of the Act and the SEBI Listing Regulations. The Board evaluated its performance after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board process, information and functioning, etc. The performance of the Committee was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc. The above criteria are in compliance as provided in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India. The manner in which the evaluation has been carried out has been explained also in the Corporate Governance Report attached as Annexure to this report.

Also, the Independent Directors, at their meeting reviewed the performance of the Board, its Chairman and Non-Executive Directors of the Company.

PARTICULARS OF EMPLOYEES

The information required pursuant to the provisions of Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company has been appended as Annexure I to this Report. In terms of first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars as required pursuant to provisions of Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The said information is available for inspection by the Members. The Board of Directors affirms that the remuneration paid to the employees of the Company is as per the Policy on Directors' appointment and remuneration for Directors, KMPs and other employees and is in accordance with the requirements of the Act and SEBI Listing Regulations and none of the employees listed in the said Annexure are related to any Directors of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Act, the Board of Directors confirm that, to the best of its knowledge and belief:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for that period.

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis.
5. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has policies and procedure for governance of orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of fraud and error, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The Company's internal control system commensurate with the nature of its business, the size and complexity of its operation.

The Company has effective internal control systems as per the requirements and has laid down operating guidelines and processes which ensure smooth functioning of activities. The processes and policies are constantly assessed and reviewed.
The details in respect of internal control systems and their adequacy are included in the Management Discussion and Analysis Report, which forms part of this report.

REPORTING FRAUD

During the year under review, the Statutory and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANY

The Company does not have any subsidiary or associate company and has not entered into joint venture with any other company during the financial year ended 31st March 2024. Accordingly, a statement under the provisions of Section 129(3) of the Companies Act, 2013, containing salient features of the financial statements of the Company's subsidiary (ies) in Form AOC-1 is not enclosed.

DEPOSITS

The Company has neither accepted nor renewed any deposits from public or members during the year under review under Section 73 of the Companies Act, 2013 read with Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY

Pursuant to Section 186 (11) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given or security provided in the ordinary course of business by a Non- Banking Financial Company (NBFC)

registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company's Board approved Related Party Transactions Policy has been hosted on the website of the Company at www.upsurgeinvestment.com.

There was no related party transaction (RPTs) entered into by the Company during the financial year except payment of remuneration to KMP and Payment of Rent, which attracted the provisions of Section 188 of the Companies Act, 2013. Accordingly disclosures of related party transactions in Form AOC-2 have not been furnished. There were no 'material' related party transactions undertaken by the Company during the year that require shareholder's approval under regulation 23(4) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Suitable disclosures as required under Ind AS-24 have been made in the Notes to the financial statements.

All Related Party Transactions were placed before the Audit Committee and Board for their approval.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE, POLICY AND EXPENDITURE

The provision of CSR is not applicable to the company for the fiscal year ended 31st March 2024. As the company does not fulfil any of the following conditions under section 135 of Companies Act 2013, in the preceding financial year:

- Net worth of more than Rs.500 crore
- Turnover of more than Rs.1000 crore
- Net profit of more than Rs.5 crore

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- **Conservation of Energy & Technology Absorption**

  The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under:

A. Conservation of Energy:

i. The steps taken or impact on conservation of energy: - The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.

ii. The steps taken by the company for utilizing alternate sources of energy: - The Company has used alternate source of energy, whenever and to the extent possible

iii. The capital investment on energy conservation equipment's: - Nil

B. Technology Absorption:

iv. The efforts made towards technology absorption: Not Applicable.

v. The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable.

vi. In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): - The Company has neither purchased within India nor imported any technology.

vii. The expenditure incurred on Research and Development: - The Company has not incurred any expenditure on Research and Development during the year under review.

C. Foreign Exchange Earnings and Outgo

During the year under review there were no Foreign Exchange Earnings and outgo.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has approved Risk Management policy and guidelines, wherein all material risks faced by the company are identified and assessed. Moreover in the said Risk Management Policy the Board has defined a structured approach to manage uncertainty, cultivating the same in their decision making pertaining to all business divisions and corporate functions. For each of the risks identified, corresponding controls are assessed and policies and procedures are put in place for monitoring, mitigating and reporting on periodic basis.

VIGIL MECHANISM

In pursuant to the provisions of section 177(9) and (10) of the Companies Act, 2013, a Whistle Blower Policy / Vigil Mechanism for directors and employees to report genuine concerns has been established by the Company in order to maintain highest standards of ethical, moral and legal conduct, adopted Vigil Mechanism/Whistle Blower policy to provide an avenue to its employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentations of any financial statements and reports, etc. The Audit committee of the company oversees the said mechanism from time to time. None of the Company personnel has been denied access to the Audit Committee. The Whistle Blower Policy of the Company is also available on the website of the Company www.upsurgeinevstment.com

SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS

No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

AUDITORS

STATUTORY AUDITORS

In line with the requirements of the Companies Act, 2013, M/s Jain & Trivedi, Chartered Accountants, (FRN:113496W) was appointed as the statutory auditors of the Company, to hold office for a period of five consecutive years from the conclusion of the 28th AGM held in 2022-23 till the conclusion of the 33rd AGM to be held in 2027-28.

During the year, the statutory auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013, the Code of Ethics issued by the Institute of Chartered Accountants of India.

There are no qualifications, reservation or adverse remark or disclaimer in the Independent Auditor's Report provided by M/s. Jain & Trivedi, Chartered Accountants, for the F.Y. 2023-24. The notes to accounts forming part of financial statements are self-explanatory and need no further clarification.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the rules made thereunder, the Board of Director appointed M/s. Mukesh Purohit & Co., Company Secretary in practice (COP. 25204), to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2024.

Further, in terms of the provisions of Regulation 24A of the SEBI Listing Regulations and Circular No. CIR/ CFD/CMD1/27/2019 dated February 8, 2019 issued by SEBI, M/s. Mukesh Purohit & Company has issued the Annual Secretarial Compliance Report, confirming compliance by the Company of the applicable SEBI regulations and circulars / guidelines issued thereunder.

The Secretarial Audit Report for the Financial Year ended 31st March 2024 forms the integral part of the Board Report as **Annexure-III.** There is no adverse remark, qualification, reservation or disclaimer in the Secretarial Audit Report.
During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year, the Company has complied with the Secretarial Standards; on the Meeting of the Board of Directors (SS-1), on General Meetings (SS-2) and on Dividend (SS-3), for the time being in force and as amended from time to time.

ANNUAL RETURN AS PRESCRIBED UNDER THE ACT

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company for Financial Year 2023-24 is available on the Company's website at https://upsurgeinvestment.com/investors/

CHANGES IN NATURE OF BUSINESS, IF ANY

During the year under review there is no change in the nature of business of the Company.

FAMILIARIZATION PROGRAMME

The Company has familiarized the Independent Directors with the Company, their roles, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc. The details relating to the familiarization programme are available on the website of the Company at www.upsurgeinvestment.com

DEPOSITORY SYSTEM

The Company's Equity Shares are compulsorily tradable in electronic form. As on March 31, 2024, out of the Company's total equity paid-up share capital comprising of 1,51,52,400 Equity

Shares, only 359101 Equity Shares were in physical form and the remaining capital was in dematerialized form.

As per SEBI notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities is not processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories.

Further, with effect from January 24, 2022, transmission or transposition of securities held in physical or dematerialized form is also effected only in dematerialized form.

Therefore, Members holding securities in physical form are requested to take necessary action to dematerialize their holdings.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review forms part of the Annual Report

AUDIT COMMITTEE

The Company has constituted an audit committee in terms of the requirements of the Companies Act, 2013, Regulation 18 of the SEBI Listing Regulations and RBI regulations. The details of the same are disclosed in the Corporate Governance Report.

INSIDER TRADING

The Board has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading Policy of the Company covering code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and Code of Conduct for the prevention of Insider Trading has been posted on the website of the Company.

Link – https://upsurgeinvestment.com/investors/

All the Board members & KMPs have affirmed compliance with the said code of conduct for the year ended 31st March, 2024.

CORPORATE GOVERNANCE REPORT

As stipulated under the provision of Regulation 34 (3) read with Schedule V (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate report on Corporate Governance forms integral part of this Board Report. The requisite compliance certificate as required under Part E of Schedule V of the Listing Regulation is issued by Jain & Trivedi, Chartered Accountants pertaining to the compliance of the conditions of Corporate Governance is Annexed thereto.

MD/CFO CERTIFICATION

The Managing Director & CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations and the same forms part of this Annual Report.

DISCLOSURE UNDER THE HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place an Anti-Harassment policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition &Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, company has not received any Sexual Harassment Complaints. Company has zero tolerance policy in case of sexual harassment at workplace and is committed to provide a healthy environment to each and every employee of the company.

SYSTEM DRIVEN DISCLOSURES (SDD) Under SEBI (SAST) Regulations, 2011

Pursuant to the provisions of SEBI circular dated December 01, 2015, December 21, 2016, September 09, 2020, October 28, 2022, January 25, 2023 and March 16, 2023 with reference to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015 which inter alia required (System Driven Disclosures) SDD to be maintained by the company.

In this regard, Company has installed SDD software and is maintaining the same on regular basis as and when any such events occur as per the provisions of SEBI (PIT) Regulations, 2015.

HUMAN RESOURCE MANAGEMENT & INDUSTRIAL RELATION

Human Resource plays vital role in the Company. If finance is the blood of any organization then Human Resource is not less than pulse which keeps running production by their hard work day and night. Company focuses on creating best health and safety standards and also has performance management process to motivate people to give their best output and encourages innovation and meritocracy.

Personnel relation with all employees remained cordial and harmonious at all levels throughout the year. Directors wish to place on record their sincere appreciations for the continued, sincere and devoted services rendered by all the employees of the Company.

RBI REGULATIONS

The Company has complied with the applicable regulations of RBI as on March 31, 2024.

PRESENTATION OF FINANCIAL STATMENTS

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

OTHER DISCLOSURES

During the year under review, the Company has not obtained any registration / license / authorization, by whatever name called from any other financial sector regulators.

ACKNOWLEDGEMENT

The Directors express their sincere gratitude to the RBI, SEBI, BSE Limited, National Stock Exchange of India Limited, Ministry of Finance, Ministry of Corporate Affairs, Registrar of Companies, other government and regulatory authorities, lenders, financial institutions and the Company's bankers for the ongoing support extended by them. The Directors also place on

record their sincere appreciation for the continued support extended by the Company's stakeholders and trust reposed by them in the Company. The Directors sincerely appreciate the commitment displayed by the employees of the Company and its subsidiaries across all levels, for exhibiting outstanding performance during such challenging times.

For and on behalf of the Board of Directors of
Upsurge Investment and Finance Limited

Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539

Sd/-
Pratibha Goyal
Director
DIN: 00399056

Mumbai, dated 27th August, 2024

ANNEXURE- I

Particulars of Employees

Disclosure in Board's Report as per the provision Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)

Sr. No	Requirements	Disclosures	
1	Ratio of remuneration of each director to median remuneration of employees for the financial year	Chairman & Managing Director – 5.81:1	
2	Percentage increase in remuneration of each Director, CFO, CEO, Company Secretary or Manager, if any, in the financial year	KMP	% increase in remuneration
		Mr. Dayakrishna Goyal (Managing Director)	Nil
		Mr. Mayank Goyal– CFO	25%
		Ms. Diksha Joshi (till Oct 2023) - Company Secretary	7.45%
		Ms. Apoorva Yadav (from Jan 2024 to Feb 2024) - Company Secretary	NIL
		Mr. Jitendra Gupta (from March 2024) - Company Secretary	NIL
3	Percentage increase in median remuneration of employees in the financial year	NIL	
4	Number of permanent employees on the rolls of the company	8	
5	Average percentile increases already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in the salaries of employees was 11.51% and the average increase in the managerial remuneration during the last financial year was 10.82%.	
6	Affirmation that the remuneration is as per the remuneration policy of the company	Yes	

For and on behalf of the Board of Directors of
Upsurge Investment and Finance Limited

Sd/-
Dayakrishna Goyal
Managing Director (DIN: 00398539)

Mumbai, dated 27th August 2024

ANNEXURE II

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

(For the Financial year ended March 31, 2024)

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

To,
The Members,
Upsurge Investment and Finance Limited
Office No. 303, Morya Landmark I,
Behind Crystal, Plaza, Off New Link Road,
Andheri (West) Mumbai 400053

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Upsurge Investment and Finance Limited (hereinafter called the **"Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management's Responsibility
The Management along with the Board of Directors are responsible for ensuring that the Company complies with the provisions of all applicable laws and maintains the required statutory records and documents in the prescribed manner.

Auditor's Responsibility
Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Basis of Opinion
Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

i. The Companies Act, 2013 ("the Act") and the Rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Banking Financial Companies which are specifically applicable to the Company.

vi. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:

a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the listed entity during the Review Period)
c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the Review Period)
e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the listed entity during the Review Period)
f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the Review Period)
g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period)
h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
i. Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the listed entity during the Review Period)

vii. We further report that:

a. We have examined compliance of Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to board and general meetings.
b. We have also examined compliance with the applicable regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

III. We further report that:

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

We also report that as regards the provisions of notices of board meeting, sending of agenda papers, holding of board meetings as laid down in the Act, they were sent at least seven days in advance to the directors by electronic means.

Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that, we have relied upon statutory audit report as provided by management of the company for compliance under Income Tax and other Indirect Taxation act.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above.

For Mukesh Purohit & Company
Company Secretaries
Sd/-
Mukesh Purohit
Proprietor
FCS- 13005
CP No. 25204
Place: Mumbai
Date: 27th August 2024
UDIN: F013005F001054067
Peer Review Certificate Number: 5705/2024

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Annexure-A

To
The Members,
Upsurge Investment and Finance Limited
Office No. 303, Morya Landmark I,
Behind Crystal, Plaza, Off New Link Road,
Andheri (West) Mumbai 400053

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as applicable to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.

4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Mukesh Purohit & Company
Company Secretaries
Sd/-
Mukesh Purohit
Proprietor
FCS- 13005
CP No. 25204
Place: Mumbai
Date: 27th August 2024
UDIN: F013005F001054067
Peer Review Certificate Number: 5705/2024

REPORT ON CORPORATE GOVERNANCE

Your Directors present the Company's Report on Corporate Governance in compliance with Regulations 17 to 27 read with schedule V and clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

This Report on Corporate Governance for the year ended 31st March, 2024, states the Compliance status as per requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization.

The Company believe that since the trust of our stakeholders is the best asset, therefore we believe in attaining highest level of transparency, fairness & professionalism towards all our stakeholders including shareholders, employees, customers, the government, lenders and the society at large and aims at providing maximum return to all our stakeholders by way of value creation.

The Company complies with all the stipulations laid down in the Listing Agreement, Listing Regulations & with all other provisions of various acts as and when applicable on the Company to ensure good corporate governance.

2. BOARD OF DIRECTORS & BOARD MEETINGS

The Board of Directors provide strategic direction, leadership and guidance to the Company's management as also monitors the performance of the Company with the objective of creating long-term value for the Company's shareholders. All the Independent Directors (ID's) have confirmed in accordance with Regulation 25(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and section 149(6) of the Act and the rules framed thereunder. The required information, including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the SEBI Listing Regulations is made available to the Board of Directors, for discussion and consideration at Board Meeting. All the agenda papers for the Board and Committee meetings are disseminated electronically as well as printed copy of the same is also circulated to the board of directors. The members of the Board of the Company are eminent personalities from various fields and are entrusted with the responsibilities of management, general affairs, direction and performance of the Company. The Board is responsible for and committed to sound principles of Corporate Governance in the Company.

a. COMPOSITION AND CATEGORY OF DIRECTORS:

Board of Directors ("the Board") facilitates effective fulfillment of the Board's tasks and provides leadership and guidance to the Company's management and helps in supervising the performance of the Company and helps achieving goals. The Board is comprised of experienced professionals drawn from diverse fields.

The company's policy is to maintain optimum combination of Executive and Non-Executive Directors.

As on 31st March, 2024, the Company's Board of Directors consists of 4 Directors i.e. 1 Executive Director, 1 Non Executive Director, 2 Independent Directors.

During the F.Y. under review, the composition of the Board of the Company was as follows:

Sr. No.	Name of the Director	Category
1.	Mr. Dayakrishna Goyal	Promoter/ Executive and Managing Director
2.	Mrs. Pratibha Goyal	Promoter/ Non Executive Director
3.	Mr. Hansraj Goyal	Non Executive/ Independent Director
4.	Mr. Dinesh Vijayvargia	Non Executive/ Independent Director

Appointments and tenure of Independent Directors adhere to the requirements of the Companies Act, 2013 read with Regulation 25 of the Listing Regulations.

b. Attendance of each Director at the Meeting of the Board of Directors and the last Annual General Meeting

During the Financial Year 2023-24, 09 (Nine) Board Meetings were held on 25th April, 2023, 22nd May 2023, 10th August, 2023, 09th September, 2023, 30th October, 2023, 06th December, 2023, 10th January, 2024, 23rd January, 2024 and 04th March, 2024.

Sr No.	Name of Director	25th Apr 2023	22nd May 2023	10th Aug 2023	09th Sep 2023	30th Oct 2023	06th Dec 2024	10th Jan 2024	23rd Jan 2024	4th Mar 2024
1.	Mr. Dayakrishna Goyal	✓	✓	✓	✓	✓	✓	✓	✓	✓
2.	Mrs. Pratibha Goyal	✓	✓	✓	✓	✓	✓	✓	✓	✓
3.	Mr. Hansraj Goyal	✓	✓	✓	✓	✓	✓	✓	✓	✓
4.	Mr. Dinesh Vijayvargia	✓	✓	✓	✓	✓	✓	✓	✓	✓

c. The composition of the Board, Directorships/Membership of Committee of other Companies as on 31st March 2024, no. of meetings held and attended during the financial year are as under:

Name of director	Designation & Category	Relation with other directors	Number of shares held by the director	Attendance of AGM held on 30th Sept. 2023	Directorship in another Public Ltd. Companies*	Directorship in another listed entities & category

Mr. Dayakrishna Goyal	Managing Director, Executive	Spouse of Mrs. Pratibha Goyal	13,00,000	Yes	-	-
Mr. Dinesh Vijayvargia	Non-Executive, Independent Director	-	NIL	Yes	-	-
Mrs. Pratibha Goyal	Non-Executive, Non-Independent Director	Spouse of Mr. Dayakrishna Goyal	22,86,330	Yes	-	-
Mr. Hansraj Goyal	Non-Executive, Independent Director	-	NIL	Yes	-	-

None of the Directors on Board is Member of Board level committees and Chairman of such committees, across all other public Ltd. companies in which he or she is a director.

*As required under the Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, it does not include directorship in Foreign Companies, companies registered under Section 8 of the Companies Act, 2013 and private limited companies.

The Board periodically reviews the compliance report of all laws applicable to the Company. All the Directors have made necessary disclosures about the directorships and committee positions they occupy in other companies.

d. Web link where details of familiarization programs imparted to independent Directors is disclosed

The details of familiarization programs imparted to independent directors are available at the website of the Company www.upsurgeinvestment.com

e. Particulars of Directors seeking appointment and re-appointment:

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of the Director(s) seeking appointment at the forthcoming Annual General Meeting (AGM) are given in the Annexure to the Notice convening the said AGM.

f. Detailed reasons for the resignation of the Independent directors who resign before the expiry of his/her tenure.

No Independent Director has resigned from the Company before the expiry of his/her tenure in the financial year 2023-24.

g. Confirmation for Independent Directors

The Board of the Company confirms that all Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the Management.

h. Matrix/Table Containing Skills, Expertise and Competencies of The Board of Directors:

The Board Members are from diversified areas having the required knowledge. Competency, skills, and experience to effectively discharge their responsibilities. The range of experience of the Board Members includes in the areas of Banking & Finance, Taxation and Legal.

The broad policies are framed by the Board of Directors. All strategic decisions are taken by the Board after due deliberation between the Board Members which consists of Managing Director, Executive Directors, Non-Executive Director and, Independent Directors. The Company has identified and broadly categorized its Core Skills, Expertise and Competencies as mentioned hereunder:

Matrix/Table of Core Skills, Expertise and Competencies of Board of Directors as Whole

Particulars	Detailed List of Core Skills, Expertise and Competencies
Core Skills	Strategic policy formulation and advising, Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements
Expertise	Knowledge of, Commercial acumen and able to guide in building the right environment for Human Assets Development
Competencies	Strategic Leadership, execution of policies framed by the Board, identifying the growth areas for expanding the business in India and advising on Business Risks & environment

Name of Director	Skills
Mr. Dayakrishna Goyal	Strategic policy formulation and advising, Regulatory framework knowledge, financial performance, advising on Risk mitigation and Compliance requirements
Mrs. Pratibha Goyal	Strategic Leadership, execution of policies framed by the Board, identifying the growth areas for expanding the business in India and advising on Business Risks & environment.
Mr. Hansraj Goyal	Knowledge of Commercial acumen and able to guide in building the right environment for Human Assets Development. Strategic Leadership, execution of policies framed by the Board, identifying the growth areas for expanding the business in India and advising on Business Risks & environment
Mr. Dinesh Vijayvargia	Knowledge of Commercial acumen and able to guide in building the right environment for Human Assets Development

3. AUDIT COMMITTEE

The Company has an Audit Committee in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

a. Brief description of terms of reference:

The terms of reference of the Audit Committee were enlarged by the Board in order to cover the matters specified under revised Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. This Committee has powers and roles comprising of Financial Reporting and disclosure, recommendation of appointment/removal of Auditors, reviewing of company's results, evaluation of Independent Directors performances, and other powers as mentioned in the Regulation 18(3) Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of The Companies Act, 2013.

b. Composition, name of members and chairperson:

The Composition of Audit Committee as on 31st March, 2024 is as under:

Sr.No.	Name	Category	Designation
1.	Mr. Hansraj Goyal	Non-Executive and Independent Director	**Chairman**
2.	Mr. Dayakrishna Goyal	Executive Director	**Member**
3.	Mr. Dinesh Vijayvargia	Non-Executive and Independent Director	**Member**

Ms. Diksha Joshi, Company Secretary acts as the secretary of the Committee up to 18th Oct 2023.

Ms. Apoorva Yadav, Company Secretary acts as the secretary of the Committee from 10th January 2024 to 16th February 2024.

Mr. Jitendra Gupta, Company Secretary acts as the secretary of the Committee w.e.f. 06th March 2024.

The Audit Committee comprises of experts specializing in accounting / financial management. All the members of the Audit Committee are 'financially literate'. Moreover, the Audit Committee has members, who have 'accounting or related financial management expertise'.

Statutory Auditors are also invited to attend the meetings.

c. Meetings & Attendance during the Year:

Sr. No.	Name	22nd May, 2023	10th August, 2023	30th October, 2023	10th January, 2024	23rd January, 2024	4th March 2024
1.	Mr. Hansraj Goyal	✓	✓	✓	✓	✓	✓

2.	Mr. Dayakrishna Goyal	✓	✓	✓	✓	✓	✓
3.	Mr. Dinesh Vijayvargia	✓	✓	✓	✓	✓	✓

4. NOMINATION AND REMUNERATION COMMITTEE (NRC)

The composition of the Nomination and Remuneration Committee and the terms of reference meet with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

a. The terms of reference and role of the Nomination & Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) are as under:

Nomination and Remuneration Committee formulates criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees, formulating criteria for evaluation of performance of independent directors and the board of directors, identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal, and such other roles as per section 178 of the Companies Act, 2013, Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. Composition, Name of Members and Chairperson of Committee:

The Composition of Nomination and Remuneration Committee as on 31st March, 2024 is as under:

Sr. No.	Name	Category	Designation
1.	Mr. Dinesh Vijayvargia	Non-Executive, Independent Director	Chairman
2.	Mr. Hansraj Goyal	Non-Executive, Independent Director	Member
3.	Mrs. Pratibha Goyal	Non-Executive, Non-Independent Director	Member

c. Meetings and attendance during the year

Sr. No.	Name	05th April, 2023	10th January, 2024	04th March, 2024
1.	Mr. Dinesh Vijayvargia	✓	✓	✓
2.	Mr. Hansraj Goyal	✓	✓	✓

3.	Mrs. Pratibha Goyal	✓	✓	✓

d. Remuneration of Executive Directors:

The total remuneration payable to the Managing Directors/Executive Director for the financial year 2023-24 is as under:

Name	Mr. Dayakrishna Goyal
Designation	Managing Director
All elements of remuneration package inclusive of Salary, perquisites, commission etc.	Rs. 15 Lacs p.a.
Service Contract, Notice Period	The contract is for a period of 5 years and the notice of termination is three months on either side.

Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Particulars of Remuneration				
	CFO Mayank Goyal	**CS Diksha Joshi**	**CS Apoorva Yadav**	**CS Jitendra Gupta**
Gross Salary	**15,00,000**	**3,10,330**	**-**	**23,000**
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	**-**	**-**	**-**	**-**
(b)Value of perquisites u/s 17(2) Income Tax Act, 1961	**-**	**-**	**-**	**-**
Stock Option	**-**	**-**	**-**	**-**
Sweat Equity	**-**	**-**	**-**	**-**
Commission	**-**	**-**	**-**	**-**
Others, Bonus	**75,000**	**-**	**50,000**	**1,50,000**

The Company currently does not pay any compensation and sitting fees to Non-Executive Directors as well as Independent Directors. The Company currently has no stock option plans for any of its directors and hence it does not form part of the remuneration package payable to the Managing Director. During the year under review, none of the Directors was paid any performance linked incentive. No Severance fee is payable to him/her on termination of employment.

There is no pecuniary relationship or transactions of the Non-Executive Directors as well as Independent Directors vis-a-vis the Company and as per the present criteria.

e. Performance evaluation criteria for Independent Directors

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance evaluation of Executive/Non-Executive/Independent Directors. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement.

The following are the criteria on the basis of which the Directors are evaluated:

1) Knowledge to perform the role.
2) Time and Level of Participation.
3) Performance of Duties and Level of Oversight.
4) Professional Conduct and Independence.

f. Appointment and Remuneration Policy

The Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, CEO & Managing Director, Key Managerial Personnel and their remuneration. This Policy is accordingly derived from the said Charter.

This Committee has powers to recommend/ approve remuneration, Identification of Persons who are qualified to become director, recommend to the board their appointment and removal, approve remuneration of Non-Executive Directors.

- **Criteria of selection of Non-Executive Directors**

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively

The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

1) Qualification, expertise and experience of the Directors in their respective fields.
2) Personal, Professional or business standing.
3) Diversity of the Board

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

- **CEO & Managing Director - Criteria for selection / appointment**

For the purpose of selection of the CEO& MD, the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

- **Remuneration for the CEO & Managing Director**

  At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.

  The remuneration of the CEO & Managing Director comprises only of fixed components. The fixed component comprises salary, allowances and perquisites.

- **Remuneration Policy for the Senior Management Employees**

  In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the Committee shall ensure the relationship of remuneration and performance benchmark is clear.

  The Managing Director will carry out the individual performance review based on the criticality of roles played and responsibility shouldered, overall experience and personal traits, annual increments are determined based on individual performance.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted Stakeholders Relationship Committee and the terms of reference of said Committee are as follows:

- To look into the redressal of complaints of security–holders on matters relating to transfer of shares, dematerialization of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates etc.
- To look into matters that can facilitate better security–holders services and relations.
- To consider and approve issue of share certificates on requests for duplicate certificates, consolidation of folios etc.
- To do all such acts, deeds, matters and things as may be necessary or expedient for performing any of the above acts.

The details of the composition of the Committee are as under:

Name of the Director	Category	No. of Meeting/ Attended
Mrs. Pratibha Goyal	Chairman of Committee & Non-Executive Non-Independent Director	3/3
Mr. Hansraj Goyal	Member & Non-Executive Independent Director,	3/3
Mr. Dayakrishna Goyal	Member &Executive Director	3/3

The Stakeholders Relationship Committee has Three (3) meeting during the Financial Year 2023-24 and was held on 22nd May, 2023, 09th September, 2023 and 05th January 2024.

There were no requests for share transfer/transmission/deletions of names etc. pending as on 31stMarch 2024 and all such requests were processed and delivered within prescribed time of lodgment with the Company.

Details of Company Secretary & Compliance Officer of the company:

Ms. Diksha Joshi, Company Secretary acts as the secretary of the Committee up to 18th Oct 2023.

Ms. Apoorva Yadav, Company Secretary acts as the secretary of the Committee from 10th January 2024 to 16th February 2024.

Mr. Jitendra Gupta, Company Secretary acts as the secretary of the Committee w.e.f. 06th March 2024.

Details of Complaints:

Particulars	No. of Complaints
Investor complaints pending at the beginning of the year	0
Investor complaints received during the year	0
Investor complaints disposed off during the year	0
Investor complaints remaining unresolved at the end of the year	0

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In accordance with the requirements of the provisions of Section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee in their meeting held on **23rd May, 2022** and the terms of reference of said Committee are as follows:

- Formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII and suggest any changes thereto
- Recommend the amount of expenditure to be incurred on the CSR activities
- Monitor the CSR policy of the Company from time to time
- Update the Board on the implementation of various programmes and initiatives
- Formulate and recommend to the Board for its approval, an annual action plan in pursuance to the CSR policy

a. Composition, name of members and chairperson:

The Company has appointed the CSR committee on 23rd May, 2022. The Composition of Corporate Social Responsibility Committee is as under:

Sr. No.	Name	Category	Designation
1.	Mr. Dayakrishna	Executive Director, Chairperson	Chairman

	Goyal		
2.	Mrs. Pratibha Goyal	Non-Executive - Non Independent Director, Member	Member
3.	Mr. Hansraj Goyal	Non-Executive - Independent Director, Member	Member

b. Meetings & Attendance

During the year under review 2 committee meetings were held on 10th August 2023 and 05th January 2024.

7. RISK MANAGEMENT COMMITTEE

The Company is not required to constitute a Risk Management Committee. However, the company has a well-defined risk management framework in place. The risk management framework is at various levels across the company.

8. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the financial year under review, in Compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) and 25(4) of the Listing Regulations, a separate meeting of Independent Directors was held, on 15th January, 2024 inter alia to:

1. Review the performance of Non-Independent Directors and the Board as a whole;
2. Review the performance of the Chairperson of the Company taking into account the views of the Executive Director and the Non-Executive Director;
3. Assess the quality, quantity and functions of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

9. GENERAL BODY MEETINGS

Financial Year	Day & Date of the Meeting	No. of Special Resolution(s) passed	Special Resolutions passed
2020-21	Thursday, 30th September, 2021 at 1.00 P.M. through Video Conferencing /other audio-visual means (VC/OAVM).	0	Nil
2021-22	Friday, 30th September, 2022 at 1.00 P.M. through Video Conferencing/other audio-visual means (VC/OAVM)	1	• Re-appointment of Mr. Dayakrishna Goyal as Managing Director of the Company.

2022-23	Friday, 29th September, 2023 at 1.00 P.M. through Video Conferencing/other audio-visual means (VC/OAVM)	1	• Borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013

During the financial year under review, no special resolution was passed through Postal Ballot. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require the passing of Resolution through Postal Ballot.

10. MEANS OF COMMUNICATIONS

The Company has promptly reported all material information including Quarterly Results and press releases to the BSE Ltd. where the Company's securities are listed. The quarterly results were communicated to the shareholders by way of advertisement in a national daily and in a vernacular language newspaper.

The quarterly, half-yearly and annual financial results are published in widely circulated newspapers such as Business Standard (English) and Mumbai Mitra (Marathi) in compliance with the Regulation 47 of the Listing Regulations. These are not sent individually to shareholders.

Also same are posted on our website: www.upsurgeinvestment.com. Further, all other price sensitive and other information's are sent to the Stock Exchange where shares of the Company are listed, enabling them to display the same on their website.

The Company has made no presentation to any Institutional Investors/Analysts during the financial year.

Management Discussion and Analysis is covered as part of this Annual Report.

Further, Company has in place the (Prohibition of Insider Trading) Regulations, 2015 which came in to force from 15th May, 2015. Accordingly, the Directors have approved and adopted the 'Code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders' in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code"). Company Secretary is the Compliance Officer for the purpose of this Code.

11. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting

Day, Date and Time	Monday, 30th September 2024 at 1.00 P.M.
Venue	Participation through video-conferencing

b. Book Closure:

The dates of book closure are from Monday, 23rd September 2024 to Sunday, 29th September 2024.

c. Financial Year:

The Company follows April- March as its financial year. The results for every quarter are declared within prescribed time as per the Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

d. Dividend Payment Date:

During the Financial year ended 31st March, 2024, Board of Directors declared Interim Dividend @ 5% i.e Rs. 0.50/- per equity share of Rs. 10/- each in their meeting held on 10th August 2023 for the F.Y 2023-24. Dividend was paid on 04th September 2023.

e. Listing on Stock Exchange:

The Company's shares are listed on Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001.

The company has paid the listing fees for the financial year 2023-24 to the Stock Exchange on which Company's shares are listed.

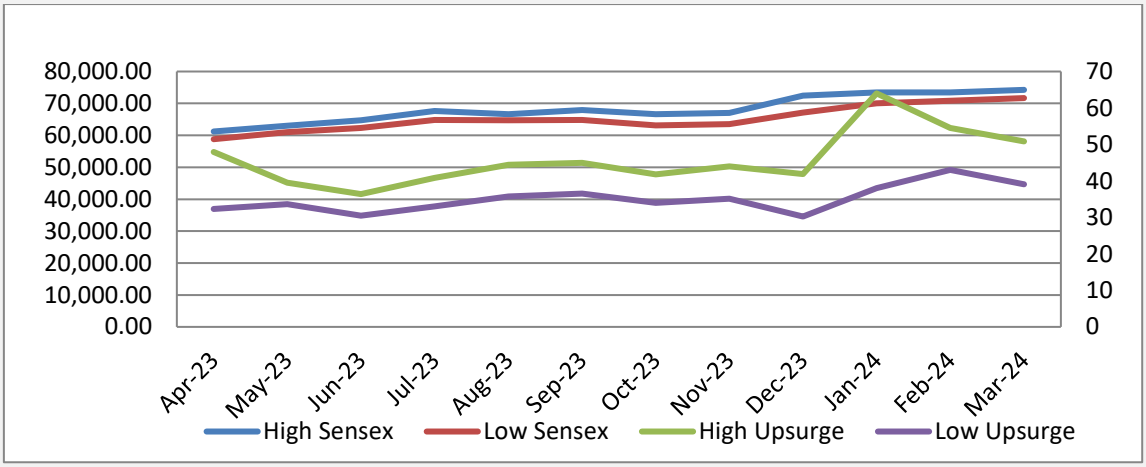
f. Stock Code:

BSE Security Code	531390
ISIN in (NSDL and CDSL)	INE890B01014
Corporate Identity Number (CIN)	L67120MH1994PLC079254

g. Market Price Data: High/Low During each month in the Last Financial Year

Month	High (Rs.)	Low (Rs.)
April 2023	47.96	32.35
May 2023	39.50	33.60
June 2023	36.40	30.50
July 2023	40.80	33.01
August 2023	44.40	35.75
September 2023	45.00	36.51
October 2023	41.81	34.00
November 2023	44.00	35.12
December 2023	41.93	30.25
January 2024	64.00	38.00
February 2024	54.50	43.03
March 2024	50.85	39.12

h. STOCK PERFORMANCE OF UPSURGE INVESTMENT & FINANCE LIMITED VS. BSE INDEX (SENSEX)High sensex and low sensex



i. Suspension of Securities:

Not Applicable

j. Registrars and Transfer Agents:

Adroit Corporate Services Private Limited is the Registrar and Transfer Agent of the Company.

k. Share Transfer System:

The application for Transfer, Transmission and issue of duplicate shares are received at the office of Registrar and Share Transfer Agent. If the Transfers & Transmission documents are in order, the Transfers & Transmission of shares in physical form is processed with prescribed time from the date of receipt of documents complete in all respect.

l. Distribution of Share Holding as on 31st March 2024

Distribution range of Shares	Share holders		Share holdings	
	Number	%	No. of Shares	%
Upto-100	2713	56.86	135937	0.90
101-500	1404	29.43	391158	2.58
501-1000	308	6.46	249507	1.65
1001-2000	143	3.00	210998	1.39
2001-3000	60	1.26	155512	1.03
3001-4000	27	0.57	97741	0.65
4001-5000	18	0.38	85010	0.56
5001-10000	35	0.73	270090	1.78
10001-20000	14	0.29	204184	1.35
20001-50000	14	0.29	483308	3.19
50001 & Above	35	0.73	12868955	84.93
Total	**4771**	**100**	**15152400**	**100**

m. Shareholding Pattern as on 31st March 2024

Sr. No.	Categories	No. of shares	% of
1	Promoter and promoter group	8941933	59.01
2	Private Corporate Bodies	1723378	11.37

3	Residential Individual	3688946	24.35
4	NRI/OCBs	34921	0.23
5	Mutual Fund/Bank/FII	900	0.01
6	Corporate Body –Broker	217	0.00
7	Hindu Undivided Family	762105	5.03
Total		**15152400**	**100.00**

n. Dematerialization of Shares and liquidity:

Your Company's Shares are traded compulsorily in electronic form and company has established connectivity with both the depositories. i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL).

As on 31st March, 2024, 97.63% of shares have been held in Dematerialized form and rest are in physical form.

All promoter shareholding are in dematerialized form (100%).

o. Outstanding GDR's/ADRs/Warrants/Convertible Instruments and their impact on Equity

The Company has not issued any GDR's /ADRs / Convertible Instruments.

p. Commodity price risk or foreign exchange risk and hedging activities

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the company has no foreign exchange exposure; hence hedging is not required.

q. Plant Location

Not Applicable

r. Address for correspondence

Shareholders, beneficial owners and depository participants (DPs) are requested to send /deliver the documents/Correspondence relating to the Company's share transfer activity etc. to Adroit Corporate Services Private Limited as our Registrar and Transfer Agent of the Company at the following addresses:

Adroit Corporate Services Private Limited.
Unit: Upsurge Investment & Finance Limited.
17-20, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (East),
Mumbai-400 059
Tel No.: 42270400
Email: info@adroitcorporate.com

For the benefit of shareholders, documents will continue to be accepted at the following registered office of the Company:

Upsurge Investment & Finance Ltd.

Office no. 303, Morya Landmark –I,

Behind Crystal Plaza, Off New Link Road,

Andheri (West), Mumbai- 400 053

Tel No.: 67425441

Email ID for investors Grievances: info@upsurgeinvestment.com

s. List of Credit Ratings

During the year under review your company has not obtained any Credit Rating as the same was not applicable to the company.

12. OTHER DISCLOSURES

a. RELATED PARTY TRANSACTIONS:

The transactions with related parties as per Ind AS - 24 are set out in Notes to accounts under Note no. 36 forming part of financial statements. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year were in the ordinary course of business and on an arm's length pricing basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

b. WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS IS DISCLOSED:

The Company has framed Related Party Transaction Policy and is placed on the Company's website and the web link for the same is: https://upsurgeinvestment.com/investors/

c. DETAILS OF NON-COMPLIANCE(S) BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON LISTED ENTITY BY STOCK EXCHANGE OR SEBI OR ANY STATUORY AUTHORITY ON ANY MATTER RELATED TO CAPITAL MARKETS DURING THE LAST THREE YEARS:

The Company has complied with the requirements of the Stock Exchange/SEBI and/or Statutory Authority on all matters related to capital markets during last three years. There are no penalties imposed on the company by the Stock Exchanges or SEBI or any authorities relating to the above.

d. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has formulated Whistle Blower Policy for vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report unethical behavior, fraud or violation of the code of conduct of the Company. The policy provides adequate safeguards against victimization of director(s) /employee(s) who avail the mechanism. During the year under review, no employee was denied access to the Audit Committee. During the year under review, there were no instances of whistle blower reported.

e. SUBSIDIARY COMPANIES:

The Company does not have any material non-listed Indian subsidiary company in terms of Regulation 16 of the Listing Regulations.

f. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONAL PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A):

During the period under review, Company had not raised funds through preferential allotment or qualified institutions placement as specified under regulation 32(7a).

g. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENT AND ADOPTION OF NON MANDATORY REQUIREMENT

Your Company has complied with all the applicable requirements of Regulations 17 to 27 and clause (b) to (i) and (t) of Regulation 46(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the Company has fulfilled the following non-mandatory requirements as prescribed in Regulation 27(1) read with PART E of Schedule II of (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

Shareholders' Rights: As the quarterly, half yearly, financial performance and summary of significant events in last six-months are published in the newspapers and are also posted on the Company's website, the same are not mailed to the shareholders.

Modified opinion(s) in audit report: During the year under review, the Auditors have provided an unmodified audit opinion on the financial statements of the Company.

Reporting of Internal Auditor: In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

h. COMPLIANCE CERTIFICATE BY PRACTICING COMPANY SECRETARY FOR NON DISQUALIFICATION OF DIRECTOR

Company has obtained a certificate pursuant to the Regulation 34(3) read with Schedule V of the Listing Regulations M/s. Mukesh Purohit & Company, Practicing company secretaries confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other statutory authorities. The said certificate forms part of this report as Annexure I.

i. DISCLOSURE ON ACCEPTANCE OF RECOMMENDATIONS MADE BY THE COMMITTIES TO THE BOARD OF DIRECTORS

During the Financial Year under review various recommendations were made by the Committees to the Board of Directors, which were all accepted by the Board, after necessary deliberations.

j. FEES PAID TO STATUTORY AUDITORS

The total fees incurred by the company for services rendered by Statutory Auditors and its affiliates entities is given below. (Amount in Thousands)

Particulars	F.Y. 2023-24
Audit Fees	70.80
Tax Audit& Other Matters	29.50
Total	**100.30**

k. DISCLOSURE FOR LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

The Company has not made any Loans and advances in the nature of loans to firms/companies in which directors are interested during the FY 2023-24.

l. EXTRA ORDINARY GENERAL MEETING

No extra ordinary general meeting of the Members was held during the year under review.

13. NON COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB PARAS (2) to (10) ABOVE, WITH REASONS THEREOF

Non-Applicable, since Company has complied with all the requirement of Corporate Governance Report of sub-paras (2) to (10) of Part C of Schedule V of Listing Regulations.

14. MD & CFO CERTIFICATE

In terms of regulation 17(8) of the Listing Regulations, the Managing Director & CEO and the CFO made a certification to the Board of Directors in the prescribed format for the year at the review, which has been reviewed by the Audit Committees and taken on record by the Board. The same is attached as 'Annexure II'.

15. CEO CERTIFICATION AFFIRMING COMPLIANCE WITH THE CODE OF CONDUCT

The Certificate from CEO as required under Part D of Schedule V of the Listing Regulations containing declaration as to affirming compliance with the Code of Conduct of Board of Directors and Senior Management attached as 'Annexure III'.

16. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from M/s. Jain &Trivedi, Chartered Accountants, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations attached as '**Annexure IV'.**

17. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares in the demat suspense account/unclaimed suspense account.

18. RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified Practicing Chartered Accountant carried out Reconciliation of Share Capital Audit to reconcile the total Admitted Capital with National Securities Depository Limited (NSDL)

and Central Depository Services (India) Limited (CDSL) and the total Issued and Listed Capital. The audit confirms that the total Issued/ Paid-up Capital is in agreement with the total number of shares in physical forms and the total number of dematerialized shares held with NSDL and CDSL.

For & on behalf of the Board of Directors
Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539

Mumbai, Dated 27th August 2024

ANNEXURE - I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The members

Upsurge Investment & Finance Ltd.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **UPSURGE INVESTMENT & FINANCE LTD.** Having CIN **L67120MH1994PLC079254** and having registered office at Office No. 303, Morya Landmark I, Behind Crystal Plaza, Off New Link Road, Andheri (West), Mumbai, Maharashtra, 400053 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN No.	Date of Appointment
1	Dayakrishna Goyal	00398539	29/07/2007
2	Pratibha Goyal	00399056	08/08/2014
3	Hansraj Goyal	00398273	27/07/2009
4	Dinesh Vijayvargia	01131902	24/03/2003

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company.

Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mukesh Purohit and Company

Company Secretaries

Sd/-

Mukesh Purohit

Proprietor

FCS- 13005

CP No.-25204

UDIN: F013005F001053726

Peer Review Certificate Number: 5705/2024

Place: Mumbai

Date: 27th August, 2024

ANNEXURE - II

MD/ CFO CERTIFICATION

To

The Board of Directors

Upsurge Investment & Finance Ltd.

Dear Sir(s)/Madam,

Subject: Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I, Dayakrishna Goyal, Managing Director, along with CFO of Upsurge Investment & Finance Limited do hereby certify that:

A. We have reviewed financial statements and the cash flow statement of the Company for the financial year ended 31st March 2024 and that to the best of our knowledge and belief:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee that there is no:

i. Significant changes in internal control over financial reporting during the year;

ii. Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and

iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539

Sd/-
Mayank Goyal
CFO

Mumbai dated 27th August, 2024

ANNEXURE - III

[Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015]

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

As required under Schedule V (D) of the Securities & Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulation 2015, all the Members of the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2024.

Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539

ANNEXURE - IV

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF UPSURGE INVESTMENT & FINANCE LTD.

To

The Members,

Upsurge Investment & Finance Ltd.

We have examined the compliance of conditions of corporate governance by Upsurge Investment & Finance Ltd. ('the Company') for the year ended on March 31, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46, and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

For M/s Jain &Trivedi
Chartered Accountants
FRN. 113496W
Sd/-
Satish Trivedi
Partner
M. No. 038317
UDIN: 24038317BKDLDO7726

Mumbai, 27th August, 2024

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDIAN ECONOMY

The Indian economy is one of the largest and fastest-growing economies in the world. It is characterized by its diversity, complexity, and dynamic nature. Here's an overview of the current state and future outlook for the Indian economy:

Current State of the Indian Economy

1. Economic Growth:

- **Growth Rate:** India has been experiencing robust economic growth, with GDP growth rates often ranking among the highest globally. However, growth can be affected by global economic conditions and domestic factors.
- **Sectoral Contribution:** Services is the largest sector, followed by industry and agriculture. IT and software services, pharmaceuticals, and telecommunications are notable contributors.

2. Demographics:

- **Population:** India has a young and growing population, which offers both opportunities for a demographic dividend and challenges related to employment and education.
- **Urbanization:** Rapid urbanization is driving demand for infrastructure, housing, and services.

3. Inflation and Monetary Policy:

- **Inflation:** Inflation rates can be volatile, influenced by factors such as food prices, oil prices, and supply chain disruptions.
- **Monetary Policy:** The Reserve Bank of India (RBI) manages monetary policy to control inflation and support growth. Interest rates and regulatory measures are tools used to stabilize the economy.

4. Fiscal Policy:

- **Government Spending:** The Indian government focuses on infrastructure development, social welfare programs, and economic reforms.
- **Fiscal Deficit:** Managing the fiscal deficit remains a challenge, with efforts to balance spending with revenue generation.

5. Trade and Investment:

- **Exports and Imports:** India is a significant player in global trade, with key exports including IT services, textiles, and pharmaceuticals. Major imports include oil, machinery, and electronics.
- **Foreign Investment:** India attracts substantial foreign direct investment (FDI), supported by reforms and its large market potential.

6. Infrastructure:

- **Development:** Infrastructure development is a priority, with investments in transportation, energy, and smart cities. However, challenges remain in terms of quality and coverage.

7. Financial Sector:

- **Banking and NBFCs:** The financial sector is evolving with a mix of traditional banks, non-banking financial companies (NBFCs), and fintech innovations. Regulatory reforms aim to enhance stability and financial inclusion.
- **Capital Markets:** India's capital markets are growing, with increased participation from domestic and international investors.

8. Challenges:

- **Unemployment:** Addressing unemployment and underemployment, particularly among youth, is a significant challenge.
- **Income Inequality:** Economic growth has not been uniformly distributed, leading to disparities in income and living standards.
- **Environmental Concerns:** Balancing economic growth with environmental sustainability is a growing concern, with challenges related to pollution, resource depletion, and climate change.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The structure and development of industries in India reflect the country's diverse economic landscape and evolving market dynamics. Here's a comprehensive look at the key industries, their structure, and ongoing developments:

1. Agriculture and Allied Sectors

- **Structure:** Agriculture remains a significant sector, employing a substantial portion of the workforce. It includes crops, livestock, fisheries, and forestry.
- **Development:** Efforts are underway to modernize agriculture through technology adoption, improved irrigation techniques, and better supply chain management. Initiatives like the Pradhan Mantri Krishi Sinchai Yojana (PMKSY) and the Digital India Land Records Modernization Programme aim to enhance productivity and efficiency.

2. Manufacturing and Industry

- **Structure:** The manufacturing sector is diverse, encompassing heavy industries (e.g., steel, cement), consumer goods, and high-tech products. Key sub-sectors include automotive, textiles, pharmaceuticals, chemicals, and electronics.
- **Development:**
  a) **Make in India:** This initiative promotes domestic manufacturing and investment, aiming to make India a global manufacturing hub.
  b) **Industrial Corridors:** Development of industrial corridors like the Delhi-Mumbai Industrial Corridor (DMIC) and the Bengaluru-Mumbai Economic Corridor (BMEC) aims to enhance infrastructure and connectivity.
  ৩ **Skill Development:** The Skill India Mission focuses on improving workforce skills to meet industry demands and boost productivity.

3. Information Technology (IT) and Software

- **Structure:** India's IT sector is a global leader in software services, IT-enabled services (ITES), and business process outsourcing (BPO). Major hubs include Bengaluru, Hyderabad, Pune, and Chennai.

- **Development:**
  a) **Digital India:** This initiative aims to transform India into a digitally empowered society, enhancing connectivity, e-governance, and digital infrastructure.
  b) **Innovation:** There is a strong focus on emerging technologies such as AI, blockchain, and cybersecurity, with significant investments in research and development.

4. Financial Services

- **Structure:** The financial sector includes banking, insurance, asset management, and non-banking financial companies (NBFCs). The sector is regulated by institutions like the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI).
- **Development:**
  a) **Financial Inclusion:** Initiatives like Jan Dhan Yojana aim to increase access to financial services for the underserved.
  b) **Digital Payments:** Growth in digital payment systems and fintech innovations is reshaping the financial landscape, enhancing convenience and transparency.

5. Retail and Consumer Goods

- **Structure:** The retail sector includes organized retail (supermarkets, hypermarkets) and unorganized retail (local shops, markets). E-commerce is rapidly growing, with major players like Amazon and Flipkart.
- **Development:**
  a) **E-Commerce Growth:** The rise of online shopping platforms and digital payment methods is transforming retail dynamics.
  b) **Consumer Trends:** Increasing disposable income and changing consumer preferences are driving demand for diverse products and services.

6. Energy Sector

- **Structure:** The energy sector includes traditional sources (coal, oil, gas) and renewable energy sources (solar, wind, hydro). The sector is crucial for powering industry, transportation, and residential needs.
- **Development:**
  a) **Renewable Energy:** India has set ambitious targets for renewable energy capacity, including the National Solar Mission and wind energy initiatives.
  b) **Energy Efficiency:** Efforts to improve energy efficiency and reduce carbon emissions are central to the sector's future development.

7. Healthcare and Pharmaceuticals

- **Structure:** The healthcare sector includes hospitals, clinics, pharmaceutical companies, and biotechnology firms. India is a major player in the global pharmaceutical market.
- **Development:**
  a) **Healthcare Expansion:** Investments in healthcare infrastructure and access are increasing, with a focus on improving quality and affordability.
  b) **Pharmaceutical Innovation:** The pharmaceutical sector continues to grow, driven by research and development in drug manufacturing and biotechnology.

8. Tourism and Hospitality

- **Structure:** The tourism sector includes travel, hospitality, and leisure services. India's diverse cultural heritage and natural beauty attract domestic and international tourists.
- **Development:**
  a) **Promotion and Infrastructure:** Initiatives to promote tourism and develop infrastructure aim to boost the sector's contribution to the economy.
  b) **Sustainability:** Efforts are being made to promote sustainable tourism practices and preserve cultural and natural assets.

9. Telecommunications

- **Structure:** The telecommunications sector includes mobile and fixed-line services, internet providers, and telecom equipment manufacturers. Major players include Airtel, Reliance Jio, and Vodafone Idea.
- **Development:**
  a) **5G Rollout:** The deployment of 5G technology is expected to enhance connectivity and support innovations in various sectors.
  b) **Digital Connectivity:** Expansion of internet access and digital infrastructure is driving growth in the sector.

10. Construction and Real Estate

- **Structure:** The construction sector includes residential, commercial, and infrastructure projects. The real estate sector encompasses property development, sales, and management.
- **Development:**
  a) **Urbanization:** Rapid urbanization is driving demand for residential and commercial properties, along with infrastructure development.
  b) **Smart Cities:** Initiatives to develop smart cities focus on improving urban infrastructure, sustainability, and quality of life.

Challenges and Opportunities

- **Challenges:** Key challenges include infrastructure deficits, regulatory hurdles, skill gaps, and environmental sustainability.
- **Opportunities:** Emerging sectors like green technology, digital transformation, and innovation offer significant growth potential.

In summary, India's industry structure is diverse and evolving, with ongoing developments driven by government initiatives, technological advancements, and market dynamics. The country's economic growth and industrial progress present numerous opportunities for businesses and investors.

SWOT ANALYSIS

A SWOT analysis for a Non-Banking Financial Company (NBFC) helps in evaluating its Strengths, Weaknesses, Opportunities, and Threats. Here's a breakdown tailored to NBFCs:

Strengths

1. **Flexibility in Operations:** NBFCs often have more flexibility compared to traditional banks, allowing them to adapt quickly to market changes and customer needs.
2. **Specialized Services:** They can offer specialized financial services and products that may not be available through traditional banking channels, such as microloans, leasing, and insurance.
3. **Market Niche Focus:** Many NBFCs focus on niche markets or underserved segments, such as small businesses or low-income individuals, allowing them to capture a specific target audience effectively.
4. **Less Regulatory Burden:** Compared to traditional banks, NBFCs usually face less stringent regulatory requirements, which can reduce operational costs and complexity.
5. **Innovative Technologies:** NBFCs often leverage advanced technologies and fintech innovations to provide better services, streamline operations, and enhance customer experiences.

Weaknesses

1. **Limited Access to Deposits:** NBFCs typically do not accept demand deposits (e.g., savings or checking accounts), which limits their ability to generate low-cost funds.
2. **Regulatory Constraints:** While less regulated than banks, NBFCs still face regulatory challenges, such as compliance with financial regulations and risk management standards.
3. **Funding Risks:** They often rely on short-term borrowing or capital markets for funding, which can expose them to liquidity risks and higher borrowing costs.
4. **Credit Risk:** NBFCs may have higher credit risk, particularly if they focus on lending to higher-risk borrowers or underserved segments without adequate risk assessment mechanisms.
5. **Market Perception:** They might face challenges in market perception and trust compared to established banks, especially if they have a less proven track record.

Opportunities

1. **Expansion into New Markets:** There is potential for growth by entering new geographic markets or expanding product offerings, especially in emerging economies.
2. **Partnerships and Collaborations:** Collaborating with fintech firms or other financial institutions can provide access to new technologies, customer bases, and service offerings.
3. **Increased Financial Inclusion:** Growing focus on financial inclusion presents opportunities to offer services to underserved or unbanked populations.
4. **Digital Transformation:** Embracing digital platforms and technologies can enhance operational efficiency, customer engagement, and new product development.
5. **Regulatory Changes:** Favorable regulatory changes or supportive government policies aimed at boosting financial inclusion and supporting NBFCs can create growth opportunities.

Threats

1. **Economic Downturns:** Economic instability or recessions can increase default rates and reduce the demand for financial services, impacting profitability.
2. **Regulatory Changes:** Changes in regulations or increased regulatory scrutiny could lead to higher compliance costs or operational constraints.

3. **Intense Competition:** The financial services sector is highly competitive, with traditional banks, fintech startups, and other NBFCs vying for market share.
4. **Cybersecurity Risks:** Increasing digitalization exposes NBFCs to cybersecurity threats, requiring robust measures to protect sensitive financial data.
5. **Interest Rate Fluctuations:** Volatility in interest rates can affect borrowing costs and profitability, particularly if an NBFC has significant exposure to variable-rate instruments.

By carefully analyzing these aspects, an NBFC can develop strategies to leverage its strengths, mitigate weaknesses, capitalize on opportunities, and address threats effectively.

SEGMENT WISE PERFORMANCE

The company operates only in one segment i.e. Financial Services.

INDIAN ECONOMY OUTLOOK

The outlook for the Indian economy is shaped by a combination of domestic factors and global trends. As one of the world's largest and fastest-growing economies, India presents a dynamic landscape with significant opportunities and challenges. Here's an overview of the key aspects influencing the future outlook of the Indian economy:

1. Economic Growth

- **Growth Prospects:** India is expected to maintain robust economic growth over the coming years. While growth rates can fluctuate based on global economic conditions and domestic factors, the country's large and young population, along with ongoing reforms, supports a positive growth trajectory.
- **Sectoral Contributions:** Key sectors such as services, manufacturing, and information technology are likely to continue driving economic growth. The government's focus on infrastructure development and industrial expansion also supports long-term growth.

2. Demographic Trends

- **Population Dynamics:** India's large and growing population, with a significant proportion of young people, offers a potential demographic dividend. However, it also presents challenges related to employment, education, and healthcare.
- **Urbanization:** Rapid urbanization is driving demand for infrastructure, housing, and services. The development of smart cities and improved urban planning are essential for managing this growth.

3. Economic Reforms and Policies

- **Structural Reforms:** Ongoing economic reforms, including those related to taxation (e.g., GST), labor laws, and ease of doing business, aim to enhance economic efficiency and attract investment.
- **Infrastructure Investments:** The government's emphasis on infrastructure development, including transportation, energy, and digital infrastructure, is expected to boost productivity and support economic growth.

4. Technology and Innovation

- **Digital Economy:** The expansion of digital infrastructure and services is transforming various sectors, including finance, healthcare, and education. The Digital India initiative and advancements in fintech, AI, and blockchain are likely to drive innovation and economic growth.
- **Startups and Entrepreneurship:** India's vibrant startup ecosystem is expected to continue growing, contributing to job creation and technological advancements.

5. Trade and Investment

- **Foreign Investment:** India is likely to continue attracting foreign direct investment (FDI), supported by its large market, economic reforms, and strategic location. Trade policies and bilateral agreements will play a role in shaping investment flows.
- **Global Trade Dynamics:** India's integration into the global economy, including participation in trade agreements and global supply chains, will influence its trade and investment prospects.

6. Financial Sector

- **Banking and Finance:** The financial sector is evolving with advancements in digital payments, fintech innovations, and regulatory reforms. Efforts to enhance financial inclusion and improve the stability of the banking sector are ongoing.
- **Capital Markets:** Growth in capital markets, including stock exchanges and bond markets, is expected, driven by both domestic and international investments.

7. Sustainability and Environment

- **Green Economy:** India's commitment to renewable energy and environmental sustainability is likely to increase. Investments in clean energy, energy efficiency, and sustainable practices will be crucial for addressing environmental challenges.
- **Climate Change:** Adapting to and mitigating the impacts of climate change will be a key focus, influencing policies and investment in sectors like agriculture, infrastructure, and disaster management.

8. Challenges and Risks

- **Economic Disruptions:** Potential risks include global economic uncertainties, geopolitical tensions, and domestic challenges such as inflation and fiscal deficits. Managing these risks will be crucial for maintaining economic stability.
- **Social Issues:** Addressing issues related to income inequality, unemployment, and access to quality education and healthcare will be important for ensuring inclusive growth and social stability.

9. Global Economic Integration

- **Geopolitical Influences:** Global geopolitical developments and trade dynamics will impact India's economic interactions and strategic positioning.
- **Global Economic Trends:** Economic trends in major economies, such as the U.S., China, and the European Union, will influence India's trade, investment, and economic growth.

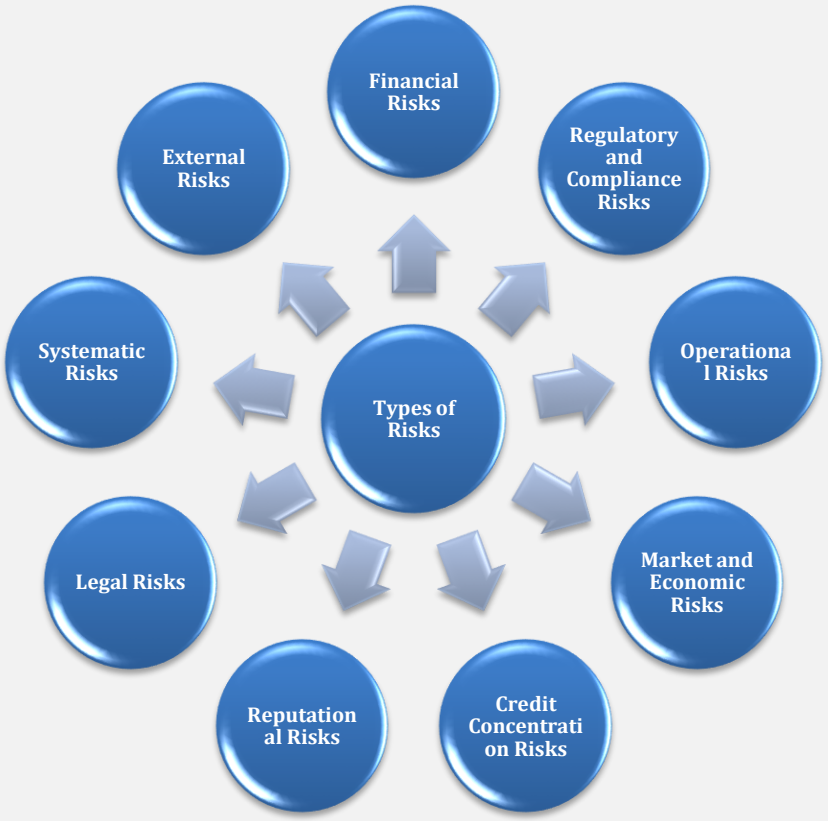
10. Policy and Governance

- **Government Initiatives:** Continued focus on governance reforms, transparency, and policy implementation will play a crucial role in shaping the economic outlook.
- **Public-Private Partnerships:** Collaboration between the government and private sector will be important for driving infrastructure projects, innovation, and economic development.

In summary, the outlook for the Indian economy is positive, supported by a range of factors including demographic trends, technological advancements, and economic reforms. However, the country will need to navigate various challenges and risks to sustain growth and achieve long-term economic stability.

RISKS AND CONCERNS

Non-Banking Financial Companies (NBFCs) in India face several risks and concerns that can impact their operations, stability, and growth prospects. These risks span across various domains, including financial, regulatory, operational, and market-related aspects. Here's a detailed overview of the key risks and concerns for NBFCs:



1. Financial Risks

- **Credit Risk:** NBFCs are exposed to the risk of borrowers defaulting on loans. This is particularly significant if they focus on high-risk segments like unsecured loans or small businesses with limited credit histories.

- **Liquidity Risk:** NBFCs often rely on short-term borrowing to finance long-term loans. Liquidity mismatches can arise if they face difficulty in accessing funds or if their sources of funding dry up, as seen during the NBFC crisis of 2018-2019.
- **Interest Rate Risk:** Fluctuations in interest rates can affect the cost of borrowing and the returns on investments. NBFCs with significant exposure to variable interest rates may face challenges in managing their interest rate risk.
- **Funding Risk:** NBFCs typically do not accept deposits like traditional banks and rely on other sources of funding, such as commercial paper, debentures, and bank loans. Changes in the availability or cost of these funding sources can impact their operations.

2. Regulatory and Compliance Risks

- **Regulatory Changes:** NBFCs operate under regulatory frameworks set by the Reserve Bank of India (RBI) and other authorities. Changes in regulations, such as stricter capital requirements or new compliance mandates, can impact their operational flexibility and cost structure.
- **Compliance Costs:** Increasing regulatory scrutiny and compliance requirements can lead to higher operational costs and administrative burdens. Ensuring adherence to regulations such as Anti-Money Laundering (AML) and Know Your Customer (KYC) norms is essential but can be resource-intensive.

3. Operational Risks

- **Fraud and Mismanagement:** Internal fraud, mismanagement, and operational inefficiencies can pose significant risks. Adequate internal controls and governance structures are necessary to mitigate these risks.
- **Technology Risks:** As NBFCs adopt digital technologies and fintech solutions, they face risks related to cybersecurity, data breaches, and technology failures. Protecting sensitive customer data and ensuring system reliability are critical.
- **Scalability Issues:** Rapid growth can strain operational systems and processes, leading to inefficiencies or service disruptions. Scalable systems and processes are essential for managing growth effectively.

4. Market and Economic Risks

- **Economic Downturns:** Economic slowdowns or recessions can lead to increased default rates, reduced borrowing, and lower asset valuations. NBFCs with high exposure to cyclical sectors may be particularly vulnerable during economic downturns.
- **Competition:** Intense competition from banks, other NBFCs, and fintech companies can pressure margins and profitability. Differentiating services and maintaining a competitive edge are crucial for sustaining market position.

5. Credit Concentration Risks

- **Sectoral Exposure:** NBFCs with high exposure to specific sectors or industries may face increased risk if those sectors experience downturns. Diversification of the loan portfolio can help mitigate this risk.

- **Geographical Exposure:** Concentration of loans in specific geographic regions can also pose risks if those regions face economic challenges or regulatory changes.

6. Reputational Risks

- **Customer Trust:** Negative publicity, customer complaints, or issues related to transparency and fairness can damage the reputation of an NBFC. Building and maintaining trust is essential for customer retention and business growth.
- **Regulatory Actions:** Regulatory actions or penalties can affect the reputation and operational capabilities of an NBFC, potentially leading to loss of business and investor confidence.

7. Legal Risks

- **Litigation:** Legal disputes related to loan recoveries, contractual obligations, or regulatory compliance can result in financial liabilities and operational disruptions.
- **Legal Framework Changes:** Changes in laws governing lending, bankruptcy, or insolvency can impact NBFC operations and require adjustments to business practices.

8. Systemic Risks

- **Interconnectedness:** NBFCs are interconnected with the broader financial system. Distress in the NBFC sector can have systemic implications, potentially affecting banks and other financial institutions.
- **Market Volatility:** Fluctuations in financial markets, including equity and bond markets, can impact the value of NBFC investments and their overall financial stability.

9. Strategic Risks

- **Business Model Viability:** NBFCs need to continuously assess and adapt their business models to changing market conditions and customer preferences. Failure to innovate or adapt can lead to strategic disadvantages.
- **Expansion Risks:** Expansion into new markets or product lines carries risks related to market entry, competitive dynamics, and operational integration.

10. External Risks

- **Global Economic Conditions:** Global economic developments, such as changes in interest rates, trade policies, and economic growth in other countries, can impact NBFCs operating in international markets or relying on global funding sources.

In summary, NBFCs face a range of risks and concerns that require careful management and strategic planning. Addressing these risks through robust risk management frameworks, effective governance, and strategic adaptability is crucial for sustaining operations and achieving long-term success.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. Considering the size and nature of activities, the company has adequate internal control system covering both accounting and administrative control. In addition the internal audit is carried out periodically. The management ensuring an effective internal control system so that the financial statements and reports give a true and fair

view and during the year under review no material or serious observation has been received from the Internal Auditors of the Company for inadequacy or ineffectiveness of such control.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Financial and operational performance forms part of the Annual Report and is presented elsewhere in the report.

HUMAN RESOURCES

We, at UIFL, give paramount importance to our employees, who we believe to be our greatest assets. Attracting and retaining the best talents have been the cornerstone of the Human Resource function. We strive to create a diverse and inclusive environment that is value driven, collaborating and growth inducing.

All the actions of the Company's leadership aim at reinforcing a fair, transparent and inclusive culture. Leading with empathy is part of the Company's policy, which is what helped the organization navigate the pandemic effectively. Through the combined efforts of its employees, we continued to promote its business priorities while protecting the best interests of its people and communities.

INDUSTRIAL RELATIONS

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

DETAILS OF SIGNIFICANT CHANGES IN THE KEY RATIOS AND RETURN ON NETWORTH

As per the amendment made under schedule V to the Listing Regulations read with regulation 34(3) of the Listing Regulations, details of key financial ratios and any change in return on net worth of the company are given below:

Particulars	2023-24	2022-23	% Change
Debt-Equity Ratio	0.07	0.06	9.12
Debt Service Coverage Ratio	81.88	4.23	1834.32
Return on Equity Ratio	0.27	0.01	1868.97
Inventory turnover ratio	3.58	2.66	34.77
Trade Receivables turnover ratio	2653.56	0.00	0.00
Net profit ratio,	0.24	0.02	1243.39
Return on Capital employed	0.28	0.03	901.73
Return on investment	0.68	0.15	342.99

CAUTIONARY STATEMENT

This report contains forward-looking statements extracted from reports of Government Authorities / Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statements.

INDEPENDENT AUDITORS' REPORT

To the Members of

Upsurge Investment & Finance Limited.

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone financial statements of **Upsurge Investment & Finance Limited** (the 'Company'), which comprise the Balance Sheet as at 31st March, 2024, Statement of Profit and loss (including other comprehensive income), the statement of Changes in Equity and the Statement of Cash flows for the year then ended and notes to financial statements including a summary of the significant accounting policies and other explanatory information(hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the company (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, and its Profit, total comprehensive income, the changes in Equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of Standalone financial statements in accordance with the Standards on Auditing ('SAs') specified under section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the 'ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on Standalone financial statement.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters to be communicated in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

- The Company's management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in Equity and cash flows of the Company in accordance with the Ind AS and Other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making Judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and Completeness of the accounting records, relevant to the preparation and presentation of the financial Statements that give a true and fair view and are free from materials misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of

assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current

period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2024 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of section 164(2) of the Act.

f) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act") is enclosed as an Annexure A to this report.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.
ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
iv. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or

loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

v. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

vi. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement;

vii. The interim dividend declared and paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.

viii. Based on our examination which included test checks, the Company has used accounting software's for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For M/s. JAIN & TRIVEDI
Chartered Accountants
FRN 113496W
Sd/-
Satish Trivedi
Partner
M. No.: 038317
UDIN: 24038317BKDLBM3727
Mumbai, 21st May, 2024

Annexure "A" to the Independent Auditors Report

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Upsurge Investment & Finance Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Upsurge Investment & Finance Limited ("the Company") as of 31st March, 2024 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31stMarch, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s. JAIN & TRIVEDI
Chartered Accountants
Firm Reg. No. 113496W
Sd/-
Satish C. Trivedi
Partner
M. No.038317
UDIN: 24038317BKDLBM3727
Mumbai, 21st May, 2024

Annexure "B" to the Independent Auditors Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Upsurge Investment & Finance Limited of even date)

1. In respect of the Company's Property Plant and Equipments:
   a.
      i. The Company has maintained proper records showing full particulars, including quantitative detail and situation of its property, plant and equipment.
      ii. The company does not held any intangible assets hence reporting under clause 3 (i) (a) (B) of the order is not applicable to the company.
   b. The Company has a regular program of physical verification of property, plant and equipment and right-of-use assets so to cover all the assets at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, property, plant and equipment have been physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
   c. The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
   d. The Company has not revalued its Property, Plant and Equipment during the year ended 31 March, 2024.
   e. According to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

2.
   a. As explained to us, verification of inventory of shares and securities held in the physical format and those held in the dematerialized format have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such verification.
   b. The Company does not have any working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable.

3. As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act and hence provisions of Clause 3(iii) of the aforesaid Order are not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, as applicable, in respect of loans, investments, guarantees, and security.

5. The provisions of the sections 73 to 76 and any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended), are not applicable to the Company being a non-banking financial company registered with the Reserve Bank of India ('the RBI'), and also the Company has not accepted any deposits from public or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act. Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

6. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

7. a). According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, duty of customs, duty of excise, value added tax, Goods and Service tax or cess and other statutory dues applicable to it. No undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales tax, wealth tax, duty of customs, duty of excise, value added tax, Goods and Services tax or cess and other statutory dues were outstanding, as at 31st March ,2024, for a period of more than six months from the date they became payable.

   b). According to the records of the Company and information and explanations given to us no dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess that have not been deposited on account of any disputes.

8. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

9.
   i. According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
   ii. According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
   iii. In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained, though idle/surplus funds which were not required for immediate utilization have been invested in readily realizable liquid investments.

iv. In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.

v. The Company did not have any subsidiary or joint venture during the year. Further, according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associates.

vi. The Company did not have any subsidiary or joint venture during the year. Further, according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its associates.

10.

a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

b. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

11.

a. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit

b. No report under Section 143 (12) of the Act has been filed by us, for the period under audit, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government

c. According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

12. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

13. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

14.

a. In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.

b. We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

15 According to the information and explanation given to us, the Company has not entered into any non cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.

16

a. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.
b. According to the information and explanations given to us, the Company has conducted Non- Banking Financial activities during the year under a valid Certificate of Registration (CoR) from the RBI as per the Reserve Bank of India Act, 1934. Further, Company has not conducted any Housing Finance activities and is not required to obtain CoR for such activities from the RBI.
c. According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the RBI. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
d. Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has five CICs which are registered with the Reserve Bank of India and one CIC which is not required to be registered with the Reserve Bank of India as part of the Group.

17 According to the information and explanations given to us, the Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

18 There has not been any resignation of the statutory auditors during the financial year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

19 According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20 There are no unspent amounts towards Corporate Social Responsibility ("CSR") on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year

21 The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For M/s. JAIN & TRIVEDI
Chartered Accountants
Firm Reg. No. 113496W
Sd/-
Satish C. Trivedi
Partner
M. No.038317
UDIN: 24038317BKDLBM3727

Mumbai, 21st May, 2024

ADDITIONAL AUDITORS' REPORT

To,
The Board of Directors
Upsurge Investment & Finance Ltd.

As required by the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2016 issued by the Reserve Bank of India in terms of Sub-Section (1A) of section 45MA of the Reserve Bank of India Act, 1934, (Act 2 of 1934) we report that:

a. The company is engaged in the business of non-banking financial institution and it has obtained a Certificate of Registration (CoR) from the Bank.
b. The company is holding CoR issued by the bank and it is entitled to hold such CoR in terms of its asset/income pattern as on 31st March, 2024.
c. The Company is meeting the required Net Owned fund requirement by the RBI.
d. The Board of Directors has passed a resolution for non-acceptance of any public deposits.
e. The company has not accepted any public deposits during the current Financial Year.
f. The company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non-Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.

For M/s. Jain & Trivedi
Chartered Accountants
FRN 113496W
Sd/-
Satish Trivedi
Partner
M. No.: 038317
UDIN: 24038317BKDLBM3727

Mumbai, 21st May, 2024

BALANCE SHEET AS AT MARCH 31, 2024

(₹ in thousand)

Particulars	Note No.	As at March 31 2024	As at March 31 2023
ASSETS			
Financial Assets			
Cash and Cash Equivalents	2	11,166.06	26,966.82
Bank Balance other then above	3	98,517.00	92,545.69
Receivables			
(i) Trade Receivables	4	176.98	-
(ii) Other Receivables		-	-
Loans	5	79,877.14	36,861.56
Investments	6	1,35,689.13	1,21,320.77
Other financial assets	7	-	-
Total Financial Assets		**3,25,426.31**	**2,77,694.84**
Non - Financial Assets			
Inventories	8	1,31,196.00	1,30,989.00
Current Tax Assets(Net)	9	858.74	7,841.03
Defered Tax Assets (Net)		-	-
Property, plant and equipment	10	1,754.40	2,060.68
Capital Work in Progress		65,150.03	-
Other Non - Financial Assets	11	38.00	42.09
Total Non - Financial Assets		**1,98,997.17**	**1,40,932.80**
Total Assets		**5,24,423.48**	**4,18,627.64**
LIABILITIES & EQUITY			
Financial Liabilities			
Payables			
Trade Payable			
i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12	13,892.28	22,494.60
Other Payables		-	-
i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
Borrowings (Other than Debt Securities)	13	31,952.27	22,830.62
Other financial Liabilities	14	1,117.19	922.31
Total Financial Liabilities		**46,961.74**	**46,247.53**

Non - Financial Liabilities			
Provision	15	448.04	474.21
Other non - financial Liabilities	16	35.95	1.60
Total Non - Financial Liabilities		**483.99**	**475.81**
Total Liabilities		**47,445.73**	**46,723.34**
Equity			
Equity Share Capital	17	1,51,524.00	1,51,524.00
Other Equity	18	3,25,453.75	2,20,380.27
Total Equity		**4,76,977.75**	**3,71,904.28**
Total equity and Liabilities		**5,24,423.48**	**4,18,627.62**

See accompanying notes are an integral part of these financial statements

As per our report of even date

For & on behalf of the Board

For M/s. JAIN & TRIVEDI

Chartered Accountants

FRN : 113496W

Satish Trivedi

Partner

M. No. 038317

Dayakrishna Goyal

Managing Director

DIN : 00398539

Pratibha Goyal

Director

DIN: 00399056

Mayank Goyal

Chief Financial Officer

Jitendra Gupta

Company Secretary

Mumbai, May 21, 2024

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2024

(₹ in thousand)

Particulars	Notes	For the year ended March 31	
		2024	2023
Revenue from Operations			
Interest Income	19	10,680.64	17,670.33
Dividend Income	20	6,408.19	7,577.45
Net gain on fair value change	20 A	92,524.42	18,674.78
Sale of Share and Securities	21	4,69,626.71	2,81,717.25
Other Operating Income	22	981.11	770.52
Total Revenue from Operation		**5,80,221.07**	**3,26,410.33**
Other Income		-	-
Total Income (I+II)		**5,80,221.07**	**3,26,410.33**
Expenses			
Finance Costs	23	1,396.62	1,652.41
Net loss on fair value change	20 B	-	21,278.21
Purchases of Stock-in-Trade	24	4,29,128.24	3,27,556.13
Changes in Inventories of stock-in-trade	25	(207.24)	(50,019.12)
Employee Benefits Expenses	26	6,301.39	6,803.86
Depreciation and amortisation expense	10	306.31	311.86
Other Expenses	27	11,473.85	10,110.17
Total Expenses		**4,48,399.16**	**3,17,693.51**
		1,31,821.92	**8,716.82**
Tax Expense:			
1. Current Tax		19,172.23	3,686.58
2. Deferred Tax		-	-
3. Previous Year Tax		-	-
Total Tax Expenses		**19,172.23**	**3,686.58**
Net Profit After Tax		**1,12,649.69**	**5,030.24**
Other comprehensive income		-	-
Total Comprehensive Income		**1,12,649.69**	**5,030.24**
1.Basic (Rs.)		7.43	0.33
2.Diluted (Rs.)		7.43	0.33

As per our report of even date
For M/s. JAIN & TRIVEDI
Chartered Accountants
FRN : 113496W

For & on behalf of the Board

Satish Trivedi
Partner
M. No. 038317

Dayakrishna Goyal
Managing Director
DIN : 00398539

Pratibha Goyal
Director
DIN: 00399056

Mayank Goyal
Chief Financial Officer

Jitendra Gupta
Company Secretary

Mumbai, May 21, 2024

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Account Policy

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

(₹ in thousand)

Particulars	As at March 31	
	2024	2023
A Cash flow from operating activities		
Net Profit	**1,31,821.92**	**8,716.82**
Depreciation	306.31	311.86
Dividend Income	(6,408.19)	(7,577.45)
Net (Profit)/loss on financial asset designated at FVTPL	(31,133.56)	21,278.21
Provision for/ (Reversal of) Standard Assets	107.60	(304.46)
Provision for/ (Reversal of) Sub-Standard Assets	-	-
Gain on Sale of Investments	(61,390.86)	(18,674.78)
(Profit)/ loss on Sale of Fixed Assets	-	-
Provision for/ (Reversal of) Equity Option Premium	(133.77)	(247.24)
Operating profit / (loss) before working capital changes	**33,169.45**	**3,502.95**
Changes in working capital:		
Increase /(decrease) in other Financial liabilities	194.88	287.90
Increase /(decrease) in other Non Financial liabilities	34.35	(20.26)
Increase /(decrease) in borrowing	9,121.65	5,624.86
Increase /(decrease) in Trade Payables	(8,602.32)	22,494.60
Decrease / (Increase) in loans	(43,015.58)	1,21,453.27
Decrease / (Increase) in Advances	(12,189.94)	(10,783.85)
Decrease / (Increase) in Other Non Financial Assets	4.09	1.09
Decrease / (Increase) in Other Financial Assets	-	-
Decrease / (Increase) in Inventories	(207.00)	(50,019.00)
Decrease / (Increase) in Trade receivable	(176.98)	5,377.15
Cash generated from operations	**(21,667.40)**	**97,918.71**
Direct taxes paid (net of refunds)	-	-
Net cash flow from / used in operating activities (A)	**(21,667.40)**	**97,918.71**

B	**Cash flow from investing activities**		
	Dividend Income	6,408.19	7,577.45
	Investment in Bank Deposits (having maturity of more than 3 months)	-	-
	Purchase of fixed assets including intangible assets	-	-
	Proceeds from sale of Fixed Assets	-	-
	Purchase of Non Current Investment	(4,48,148.74)	(3,34,278.00)
	Proceeds from sale of Non Current Investments	4,61,154.85	2,38,491.65
	Net cash used in investing activities (B)	**19,414.30**	**(88,208.90)**
C	**Cash flow from financing activities**		
	Dividend Paid Including DDT	(7,576.20)	(7,576.20)
	Net cash from financing activities (C)	(7,576.20)	(7,576.20)
	Net increase / (decrease) in Cash and cash equivalents (A+B+C)	**(9,829.34)**	**2,133.61**
	Cash and cash equivalents at the beginning of the year	1,19,512.51	1,17,378.92
	Cash and cash equivalents at the end of the year	**1,09,683.06**	**1,19,512.51**

As per our report of even date

For M/s. JAIN & TRIVEDI
Chartered Accountants
FRN : 113496W

Satish Trivedi
Partner
M. No. 038317

For & on behalf of the Board

Sd/-
Dayakrishna Goyal
Managing Director
DIN : 00398539

Sd/-
Pratibha Goyal
Director
DIN: 00399056

Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Jitendra Gupta
Company Secretary

Mumbai, May 21, 2024

Statement of change in equity for the year ended March 31, 2024

(All amounts are in Rs. "000", except for share data or as otherwise stated)

A. Equity Share Capital

1 Current Reporting Period

Balance as at 1st April, 2023	Changes in Equity Share Capital during the year (refer note 16)	Balance as at 31st March, 2024
₹ 1,51,524.00	-	₹ 1,51,524.00

2 Previous Reporting Period

Balance as at 1st April, 2022	Changes in Equity Share Capital during the year (refer note 16)	Balance as at 31st March, 2023
₹ 1,51,524.00	-	₹ 1,51,524.00

1 Current Reporting Period

Particulars	Reserve & Surplus				Equity Instrument through Other Comprehensive Income	Total Other Equity
	Securities Premium Reserve	Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934	Retained earnings	General Reserve		
Balance as at 1st April, 2023	66,000.00	48,721.83	1,05,293.30	365.13	-	2,20,380.26
Profit for the year	-	-	1,12,649.69	-	-	1,12,649.69
Appropriation Transfer to Statutory reserves	-	22,529.93	(22,529.93)	-	-	-
Interim dividend F.Y. 2023-24	-	-	(7,576.20)	-		(7,576.20)
Other comprehensive income	-	-	-	-	-	
Changes in fair value of FVOCI equity instruments	-	-	-	-	-	-
Total Comprehensive income as at 31st March, 2024	**66,000.00**	**71,251.76**	**1,87,836.86**	**365.13**	**-**	**3,25,453.75**

2. Previous Reporting Period

Particulars	Reserve & Surplus				Equity Instrument through Other Comprehensive Income	Total Other Equity
	Securities Premium Reserve	Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934	Retained earnings	General Reserve		
Balance as at 1st April, 2022	66,000.00	47,723.31	1,08,837.78	365.13	-	2,22,926.22
Profit for the year	-	-	5,030.24	-	-	5,030.24
Appropriation Transfer to Statutory reserves	-	998.52	(998.52)			-
Interim Dividend			(7,576.20)			(7,576.20)
Other comprehensive income						-
Changes in fair value of FVOCI equity instruments	-	-	-	-	-	-
Total Comprehensive income as at 31st March, 2023	**66,000.00**	**48,721.83**	**1,05,293.30**	**365.13**	**-**	**2,20,380.26**

The accompanying notes forms an integral part of the standalone financial statements

As per our report of even date

For M/s. JAIN & TRIVEDI
Chartered Accountants
FRN : 113496W

Satish C. Trivedi
Partner
M. No. 038317

Mumbai, May 21, 2024

For & on behalf of the Board

Sd/-
Dayakrishna Goyal
Managing Director
DIN : 00398539

Sd/-
Pratibha Goyal
Director
DIN: 00399056

Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Jitendra Gupta
Company Secretary

Notes forming part of the financial statement for the year ended 31st March 2024

BASIS OF PREPARATION:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (referred to as Ind-AS) as prescribed under section 133 of the Companies, Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of the accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency, and all values are rounded to the nearest Thousand (INR 000), except when otherwise indicated.

1. Summary of significant accounting policies:

a) Presentation of standalone financial statements

The standalone financial statements of the Company are presented as per Schedule III (Division III) of the Companies Act, 2013 (the Act) applicable to NBFCs, as notified by the Ministry of Corporate Affairs (MCA). Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:

i. The normal course of business
ii. The event of default
iii. The event of insolvency or bankruptcy of the Company and/or its counterparties

b) Statement of compliance

These Financial Statements comprising of Balance Sheet, Statement of Profit and Loss including, Statement ofChanges in Equity and Statement of Cash Flows as at March 31, 2024 have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and companies (IndianAccounting Standards) Amendment Rules, 2016.

These Financial Statements have been approved for issue by the Company's Board of Directors at their meeting held on 21 May, 2024. These Financial Statements are presented in Indian Rupees (INR), and all values are rounded to the nearest lakhs, which is also the functional andpresentation currency.

c) Financial instruments

i. Classification of financial instruments

The Company classifies its financial assets into the following measurement categories:

1. Financial assets to be measured at amortised cost
2. Financial assets to be measured at fair value through profit or loss.

The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model formanaging financial assets which are explained below:

BUSINESS MODEL ASSESSMENT

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel
- The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- The expected frequency, value and timing of sales are also important aspects of the Company's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realized in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

THE SOLELY PAYMENTS OF PRINCIPAL AND INTEREST (SPPI) TEST

As a second step of its classification process the Company assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount).

In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

The Company classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

ii. Financial assets measured at amortized cost

Debt instruments

These financial assets comprises of bank balances, receivables, investments and other financial assets. Debt instruments are measured at amortised cost where they have:

a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and

b) are held within a business model whose objective is achieved by holding to collect contractual cash flows.

These debt instruments are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost.

iii. Financial Instruments at fair value through profit or loss (FVTPL)

Items at fair value through profit or loss comprise:

- Investments (including equity shares) held for trading;
- debt instruments with contractual terms that do not represent solely payments of principal and interest.

Financial instruments held at FVTPL are initially recognised at fair value, with transaction costs recognised in the statement of profit and loss as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise.

iv. Reclassification

If the business model under which the Company holds financial assets undergoes changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Company's financial assets. Changes in contractual cash flows are considered under the accounting policy on Modification and derecognition of financial assets described in subsequent paragraphs.

v. Recognition and De-recognition of financial assets and liabilities

Recognition:

a. Loans and Advances are initially recognised when the Financial Instruments are transferred to the customers.
b. Investments are initially recognised on the settlement date.
c. Debt securities and borrowings are initially recognised when funds are received by the Company.
d. Other Financial assets and liabilities are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

DE-RECOGNITION OF FINANCIAL ASSETS DUE TO SUBSTANTIAL MODIFICATION OF TERMS AND CONDITIONS:

The Company derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an

impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be Purchased or Originated as Credit Impaired (POCI).

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Company records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

Derecognition of financial assets other than due to substantial modification

a. Financial assets:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Company has transferred the financial asset if, the Company has transferred its contractual rights to receive cash flows from the financial asset.

A transfer only qualifies for derecognition if either:

i. The Company has transferred substantially all the risks and rewards of the asset, or
ii. The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

The Company considers control to be transferred if and only if, the transferee has the practical ability

to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer. When the Company has neither transferred

nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Company's continuing involvement, in which case,

the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

b. Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the Statement of Profit or Loss.

vi. **Impairment of financial assets**

Overview of the ECL principles

The Company records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, in this section all referred to as 'financial instruments. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments. The Company has grouped its loan portfolio into Micro, Small and Medium Enterprises (MSMEs) and Construction Finance.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Company does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest days past due (DPD) is considered to be applicable for all the facilities of that borrower.

Based on the above, the Company categories its loans into Stage 1, Stage 2 and Stage 3 as described below:

Stage 1

All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Company classifies all standard advances and advances up to 0-29 days default under this category. Stage 1 loans also include facilities where the credit risk has reduced and the loan has been reclassified from Stage 2.

Stage 2

All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. Financial assets past due for 30 to 89 days are classified under this stage. Stage 2 loans also include facilities where the credit risk has reduced, and the loan has been reclassified from Stage 3.

Stage 3

All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are

classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 90 days Past Due is considered as default for classifying a financial instrument as credit impaired. If an event (for eg. any natural calamity) warrants a provision higher than as mandated under ECL methodology, the Company may classify the financial asset in Stage 3 accordingly.

Credit-impaired financial assets:

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt financial assets carried at FVTOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

a) Significant financial difficulty of the borrower or issuer;
b) A breach of contract such as a default or past due event;
c) The restructuring of a loan or advance by the company on terms that the company would not consider otherwise;
d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
e) The disappearance of an active market for a security because of financial difficulties.

The mechanics of ECL:

The Company calculates ECLs based on probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to the Company in accordance with the contract and the cash flows that the Company expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of Default (PD) - The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Loss Given Default (LGD) - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral. It is usually expressed as a percentage of the EAD.

Exposure at Default (EAD) - The Exposure at Default is an estimate of the exposure at a future default date including the undrawn commitments.

Collateral Valuation

To mitigate its credit risks on financial assets, the Company seeks to use collateral, where possible. The collateral comes in various forms, such as the underlying asset financed, cash, securities, letters of credit/guarantees, etc. However, the fair value of collateral

affects the calculation of ECLs. To the extent possible, the Company uses active market data for valuing financial assets held as collateral.

Collateral repossessed

In its normal course of business, the Company does not physically repossess properties or other assets in its retail portfolio, but engages its employees to recover funds, to settle outstanding debt. Any surplus fundsare returned to the customers/obligors. As a result of this practice, assets under legal repossession processes are not recorded on the balance sheet.

vii. Write-offs

The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the Statement of Profit and Loss.

viii. Determination of fair value

On initial recognition, all the financial instruments are measured at fair value. For subsequent measurement, the Company measures certain categories of financial instruments (as explained in note.) at fair value on each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or
b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarized below:

Level 1 financial instruments - Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company

has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments - Those where the inputs that are used for valuation are significant and are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it

relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

Level 3 financial instruments - Those that include one or more unobservable input that is significant to the measurement as whole.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Difference between transaction price and fair value at initial recognition

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets. When such evidence exists, the Company recognises the difference between the transaction price and the fair value in profit or loss on initial recognition (i.e. on day one).

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Company recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is not recognised at the initial recognition stage.

d) **Revenue from operations**

i. Interest Income

Interest income is recognised by applying EIR to the gross carrying amount of financial assets other than credit impaired assets and financial assets classified as measured at FVTPL, taking into account the amount outstanding and the applicable interest rate. For credit impaired financial assets, the company applies the EIR to the amortised cost of the financial asset in subsequent reporting period.

The EIR is computed

a. As the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
b. By considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) in estimating the cash flows
c. Including all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

ii. Dividend Income

Dividend income is recognised when the right to receive the payment is established.

iii. Net gain on Fair value changes

Any differences between the fair values of financial assets classified as FVTPL held by the Company on the reporting date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed as "Net loss on fair value changes" under Expenses in the Statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL is recognised in net gain /loss on fair value changes

However, net gain/loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

e) Expenses

i. **Finance costs**

Finance costs on borrowings is paid towards availing of loan, is amortised on EIR basis over the life of loan.

The EIR in case of a financial liability is computed

a. As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.
b. By considering all the contractual terms of the financial instrument in estimating the cash flows
c. Including all fees paid between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest expense with the corresponding adjustment to the carrying amount of the liability.

Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisers

and other expenses such as external legal costs, Rating Fee etc, provided these are incremental costs that are directly related to the issue of a financial liability.

ii. **Retirement and other employee benefits**

Short term employee benefit

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service

iii. Other income and expenses

All Other income and expense are recognized on accrual basis in the period they occur.

iv. Impairment of non-financial assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

v. **Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for the jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, to unused tax losses and unabsorbed depreciation.

Current and deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income."

Provision for Income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income- tax Act, 1961 and Revised Income Computation and Disclosure Standards (ICDS) of the Income-tax Act, 1961.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial

Statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive incomeor directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

f. Cash and cash equivalents

Cash and cash equivalents comprise the net amount of short-term, highly liquid investments that are readily convertible to known amounts of cash (short-term deposits with an original maturity of three months or less) and are subject to an insignificant risk of change in value. They are held for the purposes of meeting short-term cash commitments (rather than for investment or other purposes).

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above.

g. Property, plant and equipment

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortization period or methodology, as appropriate, and treated as changes in accounting estimates.

Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred. **Depreciation**

Depreciation is calculated using the written down value method to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Act. The estimated useful lives are as prescribed by Schedule II of the

Act. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

h. Provisions

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When the effect of the time value of money is material, the enterprise determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

i. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there

is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

j. Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

k. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and

the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

i) Defined employee benefit assets and liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

ii) Impairment of loans portfolio

The measurement of impairment losses across all categories of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust as and when necessary.

iii) Effective Interest Rate (EIR) method

The Company's EIR methodology recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognizes the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges). This estimation, by nature, requires an element of judgment regarding the expected behavior and life-cycle of the instruments, as well expected changes to Company's base rate and other fee income/expense that are integral parts of the instrument.

Notes forming part of the financial statement for the year ended 31st March 2024

(₹ in thousand)

Particulars	As at March 31 2024	As at March 31 2023
2 CASH AND CASH EQUIVALENTS		
i. Cash on hand	95.81	978.96
ii. Balance with banks:		
- Current Accounts	5.03	157.05
- Overdraft Accounts	41.87	163.35
- Deposit with original maturity less than 3 months #	11,023.35	25,667.46
	11,166.06	**26,966.82**
3 BANK BALANCE OTHER THEN ABOVE		
Earmarked balances with banks		
- Deposit with original maturity More than 3 months #	97,678.05	91,917.87
- Unclaimed Dividend Account	838.95	627.74
	98,517.00	**92,545.61**
4 RECEIVABLES		
Secured considered good		
- Outstanding for a period exceeding six months from the due date of payment	-	
- Outstanding for a period less than six months	**176.98**	-
Unsecured considered good		
- Outstanding for a period exceeding six months from the due date of payment	-	-
- Outstanding for a period less than six months from the due date of payment	-	-
	176.98	**0.00**

**Refer note no. 28 for ageing schedule

5 LOANS

Particulars	As at March 31 2024	As at March 31 2023
Loans: At Amortised Cost		
A) Others:		
(a) Secured, Considered Good	41,850.00	2,950.00
(Loans are secured against pledge of Shares & Securities and against the Land & Buildings)		
(b) Unsecured, Considered Good	38,027.14	33,911.56
(c) Loans Receivables have significant increase in Credit Risk	-	-
(d) Loans Receivables -Credit Impaired	-	-
T o t a l	**79,877.14**	**36,861.56**
B) Loans In India		
i) Public Sector	-	-
ii) Others	79,877.14	36,861.56
T o t a l	**79,877.14**	**36,861.56**
Stage Wise Break up of Loan		
i) Low credit risk (Stage 1)	79,877.14	36,861.56
ii) Significant increase in credit risk (Stage 2)	-	-
iii) Credit impaired (Stage 3)	-	-
T o t a l	**79,877.14**	**36,861.56**

Notes forming part of the financial statement for the year ended 31st March 2024

(₹ in thousand)

6 INVESTMENTS

PARTICULARS	As at March 31			
	2024		2023	
	Nos	Amount *	Nos	Amount *
Investments in Mutual Funds		6086.77		4068.34
Equity Instruments - Quoted				
ITC Ltd	15,600	9,428.10	14,700	5,636.71
(Equity Shares of Rs. 1/- each)				
Choice International Ltd	1,71,000	46,819.80	54,500	15,437.13
(Equity Shares of Rs. 10/- each)				
GCSL	51,435	18,876.64	-	-
(Equity Shares of Rs. 10/- each)				
Patanjali Foods Ltd	-	-	52,038	50,414.42
(Equity Shares of Rs. 2/- each)				
Unichem Laboratories Ltd	3,334	1,628.66	64,972	18,780.16
(Equity Shares of Rs. 2/- each)				
Fineotex Chemicals Ltd	-	-	42,200	9,828.38
(Equity Shares of Rs.10/- each)				
Laxmi Organic Industries Ltd	-	-	77,000	17,155.60
(Equity Shares of Rs. 2/- each)				
Minda Corp	91,774	38,380		
(Equity Shares of Rs. 2/- each)				
Matrimony	16,000	8,389.60		
(Equity Shares of Rs. 2/- each)				
Polycab India Ltd.	1,200	6,079.56		
(Equity Shares of Rs. 2/- each)				
Total	**3,50,343**	**1,35,689.13**	**3,05,410**	**1,21,320.77**
Aggregate book value of quoted investment		**1,17,356.48**		**1,34,121.75**

* Amount at fair value through profit & loss A/C

Particulars	As at March 31	
	2024	2023
7 OTHERS FINANCIAL ASSETS		
Dividend Receivable	-	-
Interest Receivable	-	-
	-	-
8 INVENTORIES		
Stock - in trade	131196	130989
	131196	**130989**
9 CURRENT TAX ASSETS (NET)		
Advance Tax (net of provision for tax)	858.74	7841.03
	858.74	**7841.03**

Notes forming part of the financial statement for the year ended 31st March 2024

(₹ in thousand)

10 PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

Particulars	Gross Block				Depreciation and Amortisation				Net Block	
	As at April 01, 2023	Addition	Deduction	As at March 31, 2024	As at April 01, 2023	For the year	Deduction	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Furniture & Fixtures	385.97	-	-	385.97	361.45	-	-	361.45	24.52	24.52
Office Equipment	75.00	-	-	75.00	39.36	14.29	-	53.65	21.35	35.64
Computers	68.71	-	-	68.71	36.72	21.82	-	58.54	10.17	31.99
Vehicels	3,103.27	-	-	3,103.27	1,191.24	261.07	-	1,452.31	1,650.98	1,912.03
Air Conditioner	95.90	-	-	95.90	39.40	9.14	-	48.54	47.38	56.50
TOTAL	**3,728.85**	**-**	**-**	**3,728.85**	**1,668.17**	**306.31**	**-**	**1,974.48**	**1,754.40**	**2,060.68**

Previous Year

Particulars	Gross Block				Depreciation and Amortisation				Net Block	
	As at April 01, 2022	Addition		As at March 31, 2023	As at April 01, 2022	For the year	Deduction	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Furniture & Fixtures	385.97	-	-	385.97	361.45	-	-	361.45	24.52	24.52
Office Equipment	75.00			75.00	24.72	14.64	-	39.36	35.64	50.28
Computers	68.71			68.71	14.96	21.76	-	36.72	31.99	53.75
Vehicels	3,103.27	-		3,103.27	924.32	266.93	-	1,191.24	1,912.03	2,178.95
Air Conditioner	95.90	-		95.90	30.87	8.53	-	39.40	56.50	65.03
TOTAL	**3,728.85**	**-**	**-**	**3,728.85**	**1,356.32**	**311.86**	**-**	**1,668.17**	**2,060.68**	**2,372.53**

Notes forming part of the financial statement for the year ended 31st March 2024

(₹ in thousand)

	Particulars	As at March 31 2024	As at March 31 2023
11	**OTHER NON-FINANCIAL ASSETS**		
	Prepaid Exp	29.90	38.55
	Other receivables	9.12	3.54
	Total	**39.02**	**42.09**
12	**TRADE PAYABLE**		
	total outstanding dues of creditors other than micro enterprises and small enterprises	13,892.28	22,494.60
	Total	**13,892.28**	**22,494.60**
13	**BORROWINGS (OTHER THAN DEBT SECURITIES) - AT AMORTISED COST**		
	Secured		
	Loan Repayable on Demand		
	From Banks (Overdraft)*	31,952.27	22,830.62
	Total (A)		
	Borrowings in India	31,952.27	22,830.62
	Borrowings outside India	-	-
	Total	**31,952.27**	**22,830.62**

**The 'Bank Overdraft (against FD' facility) is availed from Bharat Bank, Yes Bank and IDFC First Bank. The same is secured by fixed deposits with margin as 100%. The loan is repayable in next one year.

14	**OTHER FINANCIAL LIABILITIES**		
	Unpaid (Unclaimed) Dividend	838.95	627.74
	Other	278.24	294.57
	Total	**1,117.19**	**922.31**
15	**PROVISION**		
	Provision for Equity Option Premium	248.60	382.37
	Provision for Standard Assets	199.44	91.84
	Total	**448.04**	**474.21**
16	**OTHER NON-FINANCIAL LIABLITIES**		
	Other Payables		
	Statutory Remittances /Due	35.95	1.60
	Total	**35.95**	**1.60**

17 EQUITY SHARE CAPITAL

(₹ in thousand)

Particulars	As at March 31	
	2024	2023
Authorised		
1,52,50,000 Equity Shares (Previous Year 1,52,50,000 of Rs. 10/- each)	1,52,500	1,52,500
	1,52,500	**1,52,500**
Issued, Subscribed and Fully Paid-up : 1,52,40,000 Equity Shares (Previous Year 1,52,40,000 of Rs. 10/- each)	1,51,524	1,51,524
	1,51,524	**1,51,524**

Terms/Rights attached to equity shares:

Equity Shares: The Company has only one class of Equity Shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	2023-2024		2022-2023	
	Nos	Amount	Nos	Amount
Equity shares outstanding as at the beginning of the year	##########	1,51,524	1,51,52,400	1,51,524
Issued during the year	-	-	-	-
Equity shares outstanding as at the end of the year	##########	1,51,524	1,51,52,400	1,51,524

Details of shareholders holding more than 5% shares in the company

Name of Shareholder	2023-2024		2022-2023	
	Nos of shares held	%	Nos of shares held	%
Gagandeep Multitrade Pvt. Ltd.	28,43,003	18.76%	28,43,003	18.76%
Dayakrishna Goyal	12,50,000	8.25%	12,50,000	8.25%
Dayakrishna Goyal (HUF)	13,00,000	8.58%	13,00,000	8.58%
Pratibha Goyal	22,86,330	15.09%	15,87,543	10.48%

Details of shares held by promoters / promoters group as at March 31, 2024

Promoter Name	Nos of shares held as at 31 March 2024	%	Nos of shares held as at 31 March 2023	%	% change during the year
Gagan Deep Multitrade Pvt Ltd	28,43,003	18.76%	28,43,003	18.76%	0.00%
Pratibha Dayakrishna Goyal	22,86,330	15.09%	15,87,543	10.48%	4.61%
D K Goyal (Huf) .	13,00,000	8.58%	13,00,000	8.58%	0.00%
Dayakrishna Goyal	12,50,000	8.25%	12,50,000	8.25%	0.00%
Navrati Gupta	6,59,500	4.35%	6,59,500	4.35%	0.00%
Yash Securities Pvt. Ltd.	4,00,000	2.64%	4,00,000	2.64%	0.00%
Upsurge Shares And Securities Pvt Ltd	1,45,000	0.96%	1,45,000	0.96%	0.00%
Bal Kishan Goyal	58,100	0.38%	58,100	0.38%	0.00%

18 OTHER EQUITY

Particulars	As at March 31	
	2024	2023
Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934		
Opening balance	48,721.83	47,723.31
Add: Transfer during the year	22,529.93	998.52
	71,251.76	**48,721.83**
Securities premium account		
Opening balance	66,000.00	66,000.00
	66,000.00	**66,000.00**
General Reserve		
Opening balance	365.13	365.13
	365.13	**365.13**
Retained earnings (Surplus/deficit in statement of profit and loss)		
Opening balance	1,05,293.30	1,08,837.78
Add : Profit of the Year	1,12,649.69	5,030.24
Less: Appropriation Transfer to Statutory reserves	22,529.93	998.52
Less: Interim dividend F.Y. 2023-24	7,576.20	-
Less: Interim dividend F.Y. 2022-23	-	7,576.20
Amount available for appropriation	**1,87,836.86**	**1,05,293.30**
Total	**3,25,453.75**	**2,20,380.26**

Notes forming part of the financial statement for the year ended 31st March 2024

(₹ in thousand)

	Particulars	Year ended March 31	
		2024	2023
19	**INTEREST INCOME**		
	Interest on loans	3,037.46	8,802.24
	Interest on deposits	7,303.56	8,647.13
	Interest on Others	339.62	220.96
		10,680.64	**17,670.33**
20	**DIVIDEND INCOME**		
	Dividend Income	6,408.19	7,577.45
		6,408.19	**7,577.45**
20 A	**NET GAIN ON FAIR VALUE CHANGE**		
	(A) Net gain on financial instruments at fair value through profit or loss		
	(i) On trading Portfolio	-	-
	Investments In Equity	92,524.42	18,674.78
	Others	-	-
	(B) Total Net gain on fair Value Change	**92,524.42**	**18,674.78**
	(C) Fair Value Changes:		
	Realised	61,390.86	18,674.78
	Unrealised	31,133.56	-
		92,524.42	**18,674.78**
20 B	**NET LOSS ON FAIR VALUE CHANGE**		
	(A) Net Loss on financial instruments at fair value through profit or loss		
	(i) On trading Portfolio		
	Investments In Equity	-	(21,278.21)
	Others	-	-
	(B) Total Net Loss on fair Value Change	**-**	**(21,278.21)**
	(C) Fair Value Changes:		
	Realised	-	-
	Unrealised	-	(21,278.21)
		-	**(21,278.21)**
21	**SALE OF SHARES & SECURITIES**		
	Sale of Shares & Securities	4,69,626.71	2,81,717.25
		4,69,626.71	**2,81,717.25**
22	**OTHER OPERATING INCOME**		
	Profit from trading activities	664.99	752.17
	Profit / (loss) from stock futures	-	-
	Brokerage received	-	18.35
	Other Income & Sundry Balances W / back	316.12	-
		981.11	**770.52**
23	**FINANCE COST**		
	Interest Expenses	1,396.62	1,652.41
		1,396.62	**1,652.41**

Notes forming part of the financial statement for the year ended 31st March 2024

(₹ in thousand)

	Particulars	Year ended March 31	
		2024	2023
24	**PURCHASES OF STOCK-IN-TRADE**		
	Purchases of Shares & Securities	4,29,128.24	3,27,556.13
		4,29,128.24	**3,27,556.13**
25	**CHANGE IN INVENTORIES OF STOCK - IN - TRADE**		
	Opening Stock		
	-Stock in Trade	1,30,988.94	80,969.82
	Less: Closing Stock		
	-Stock in Trade	(1,31,196.18)	(1,30,988.94)
		(207.24)	**(50,019.12)**
26	**EMPLOYEE BENEFITS EXPENSES**		
	Salary, Wages, Bonus etc	5,745.15	5,936.41
	Staff Welfare expenses	556.24	867.45
		6,301.39	**6,803.86**
27	**OTHER EXPENSES**		
	Electricity charges	120.53	117.66
	Rent	420.00	420.00
	Repairs to building	-	-
	Repairs to machinery	324.26	230.25
	Legal & Professional Fees -	1,249.50	813.44
	Payments to Auditors (including GST)		
	- Audit fees	70.80	70.80
	- Tax Audit fees & other matters	29.50	29.50
	Business Promotion	795.32	497.74
	Insurance charges	43.25	20.80
	Interest on Income Tax Demand	1.70	-
	Gift & Presents	7.60	443.60
	Travelling	399.74	1,048.89
	Loss from stock futures	3,270.74	1,492.06
	Conveyance	626.22	466.97
	CSR Expenses	-	900.00
	Listing fees & other charges	383.50	354.00
	Office expenses	643.38	618.37
	Printing, Stationary & xerox	354.69	260.74
	Motor car expenses	622.66	651.05
	Securities transaction charges	929.93	603.29
	Telephone charges	80.92	79.52
	Transaction & Service charges	439.51	292.92
	Miscellaneous & other expenses	552.49	1,003.03
	Provision for Standard Assets	107.60	(304.46)
		11,473.85	**10,110.17**

(₹ in thousand)

28 TRADE RECEIVABLE AGEING

	As at March 31, 2024							
Ageing for Trade Receivable	**Unbilled**	**Not due**	**Less than 6 months**	**6 months to 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade Receivable								
Considered Good	-	-	176.98	-	-	-	-	**176.98**
which have significant increase in Credit Risk	-	-	-	-	-	-	-	**-**
Credit Impaired	-	-	-	-	-	-	-	**-**
Disputed Trade Receivable								
Considered Good	-	-	-	-	-	-	-	**-**
which have significant increase in Credit Risk	-	-	-	-	-	-	-	**-**
Credit Impaired	-	-	-	-	-	-	-	**-**
Total	-	-	176.98	-	-	-	-	**176.98**
Balance at the end of the year	**-**	**-**	**176.98**	**-**	**-**	**-**	**-**	**176.98**

	As at March 31, 2023							
Ageing for Trade Receivable	**Unbilled**	**Not due**	**Less than 6 months**	**6 months to 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade Receivable								
Considered Good	-	-	-	-	-	-	-	**-**
which have significant increase in Credit Risk	-	-	-	-	-	-	-	**-**
Credit Impaired	-	-	-	-	-	-	-	**-**
Disputed Trade Receivable								
Considered Good	-	-	-	-	-	-	-	**-**
which have significant increase in Credit Risk	-	-	-	-	-	-	-	**-**
Credit Impaired	-	-	-	-	-	-	-	**-**
Total	-	-	-	-	-	-	-	**-**
Balance at the end of the year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Notes forming part of the financial statement for the year ended 31st March 2024

(₹ in thousand)

	For the Year ended March 31, 2024	For the Year ended March 31, 2023
29. COMMITMENTS & CONTINGENT LIABILITY	**NIL**	**NIL**
30. FOREIGN CURRENCY TRANSACTION	**NIL**	**NIL**

31. EARNINGS PER SHARE

Particulars		For the Year ended March 31, 2024	For the Year ended March 31, 2023
Net Profit after tax as per Statement of Profit and Loss	A	1,12,649.69	5,030.25
Weighted average number of equity shares for Calculating Basic EPS (Nos.)	B	1,51,52,400	1,51,52,400
Weighted average number of equity shares for Calculating Diluted EPS (Nos.)	C	1,51,52,400	1,51,52,400
Basic earnings per equity share (in Rupees) (Face value of ` 10/- per share) ₹	A/B	7.43	0.33
Diluted earnings per equity share (in Rupees) (Face value of ` 10/- per share ₹	A/C	7.43	0.33

32. SEGMENT INFORMATION (IND-AS 108)

Operating Segment

The Company operates mainly in the business segment of fund based activity. All other activities revolve around the main business. Further, all activities are carried out within India. As such, there are no separate reportable segments as per the provisions of IND AS 108 on 'Operating Segments'

33. INCOME TAXES

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Current Year Income Tax		
In respect of the current year	19,172.23	3,686.58
Previous Year Income Tax		
In respect of prior years	-	-
Total	**19,172.23**	**3,686.58**

(₹ in thousand)

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income taxes is summarized below:

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Accounting Profit/(loss) before tax	1,31,821.92	8,716.83
Income Taxable: Normal Income –A	40,030.72	5,123.36
Special Income –B	37,877.31	4,742.27
Special Income –C	22,705.91	13,837.56
Normal Tax Rate –D	25.168%	25.168%
Special Tax Rate –E	17.16%	17.16%
Special Tax Rate –F	11.44%	11.44%
i. Derived Tax from Normal Income Charge for the year (A*C)	10,074.93	1,289.45
ii. Derived Tax from Special Income Charge for the year (B*D)	6,499.75	813.77
Derived Tax from Special Income Charge for the year (B*D)	2,597.56	1,583.02
Total Income Tax (i+ii)	**19172.23**	**3686.58**

34. REMUNERATION TO DIRECTORS

Managerial Remuneration	1,500.00	1,500.00
Total	**1,500.00**	**1,500.00**

35. AUDITORS REMUNERATION

1. Audit Fees*	70.80	70.80
2. Tax Audit & Other Matters*	29.50	29.30
Total	**100.30**	**100.30**

***The Above fees is inclusive of GST in Current year and Previous Year**

36. As per Indian Accounting Standard 24, the disclosure of transactions with Related Parties are given

i. List of related parties with whom transactions have taken place:

Name of Related Party	Relationship
Sankalp Properties Pvt. Ltd.	KMP is Member
Dayakrishna Goyal	Key Managerial Personal

Particulars	Related Party	31st March, 2024	31st March, 2023
Rent Paid	Sankalp Properties Pvt. Ltd	420.00	420.00

Managerial Remuneration	Dayakrishna Goyal	1500.00	1500.00

37. Under the Micro, Small and Medium Enterprises Development Act, 2006 certain disclosures are required to be made related to micro, small and medium enterprise. The company does not have any transactions with such entities.

38. Financial Ratios

Sr. No.	Particulars	Numerator	Denominator	2023-24	2022-23	Variance (%)
(a)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.07	0.06	9.12
(b)	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	81.88	4.23	1834.32
(c)	Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	0.27	0.01	1868.97
(d)	Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	3.58	2.66	34.77
(e)	Trade Receivables turnover ratio,	Net Credit Sales	Accounts Receivable	2653.56	0.00	0.00
(f)	Net profit ratio,	Net Profit	Net Sales	0.24	0.02	1243.39
(g)	Return on Capital employed	Earning before interest and taxes	Capital Employed	0.28	0.03	901.73
(h)	Return on investment	Gain on investment	Investment at year end	0.68	0.15	342.99

SN	Particular	Reason for Variance above 25%
(a)	Debt Service Coverage Ratio	Increase in Debt service coverage ratio due to increase in earnings available for debt services
(b)	Return on Equity Ratio	Increase in Return on Equity Ratio due to significant increase in profit.
(c)	Inventory turnover ratio,	Increase in Inventory Turnover Ratio due to increase in sales.
(d)	Net Profit Ratio	Increase in Net profit Ratio due to increase in net profit.
(e)	Return on Capital Employed	Increase in Return on Capital Employed is due to increase in current year profit.
(f)	Return on investment.	Increase in Return on Investment due to increase in gain in fair value changes.

39. RISK MANAGEMENT

i) Risk Disclosures

Company's risk is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is exposed to credit risk, liquidity risk and interest rate risk. It is the Company's policy to ensure that a robust risk awareness is embedded in its organizational risk culture.

ii) Credit risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties.

a) Impairment assessment

i) Exposure at Default

EAD is taken as the gross exposure under a facility upon default of an obligor. The amortized principal and the interest accrued is considered as EAD for the purpose of ECL computation

The advances have been bifurcated into following three stages:

Stage 1 – Advances with low credit risk and where there is no significant increase in credit risk. Hence, the advances up to 0-29 days are classified as Stage1

Stage 2 – Advances with significant increase in credit risk. Hence the advances from 30 to 89 days are classified as Stage 2

Stage 3 – Advances that have defaulted / Credit impaired advances. Hence the advances with 90 days past due or Restructured Advances are classified as Stage 3. Another loan of the same customer whether in Stage 1 or Stage 2 is also considered as Stage 3 loan.

ii) Significant increase in credit risk

The Company continuously monitors all assets subject to ECLs. In order to determine whether an instrument or a portfolio of instruments is subject to 12 months ECL or lifetime ECL, the Company assesses whether there has been a significant increase in credit risk since initial recognition. The Company considers an exposure to have significantly increased in credit risk if contractual payments are more than 30 days past due**.**

iii) Definition of default and cure

The Company considers a financial instrument defaulted and therefore Stage 3 (credit impaired) for ECL calculations in all cases when the borrower becomes 90 days past due on its contractual payments.

As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECLcalculations or whether Stage 2 is appropriate. Such events include:

a) Significant financial difficulty of the borrower or issuer;
b) A breach of contract such as a default or past due event;
c) The restructuring of a loan or advance by the company on terms that the company would not consider otherwise; or
d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganization

It is the Company's policy to consider a financial instrument as 'cured' and therefore re-classified out of Stage 3 when the borrower makes necessary payments & the borrower is not 90 days past due after such payments. The decision whether to classify an asset as Stage 2 or Stage 1 once

cured depends on the updated credit grade, at the time of the cure, and whether this indicates there has been a significant increase in credit risk compared to Initial recognition.

40. Note Other Statutory Information

a. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
b. The Company does not have any transactions with companies struck off.
c. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
d. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
e. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
f. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
   i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
   ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
g. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
   i. directly or indirectly financing from other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
   ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
h. The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

41. Previous year figures have been regrouped/reclassified, wherever necessary, to conform to the current year's classification.

As per our report of even date

For M/s. JAIN & TRIVEDI
Chartered Accountants
FRN: 113496W

Sd/-
Satish Trivedi
Partner
M.No. 038317

For and on behalf of the Board

Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539

Sd/-
Pratibha Goyal
Director
DIN: 00399056

Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Jitendra Gupta
Company Secretary

Mumbai, May 21, 2024

Notes to the financial statements for the year ended 31st March 2024

Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 19 of Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

(₹ in thousand)

	Amount outstanding	Amount Overdue
Liabilities side:		
1 Loans and Advances availed by the NBFC's inclusive of		
(a) Debenture: Secured	-	-
Unsecured	-	-
(other than falling within the meaning		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowing	-	-
(e) Commercial paper	-	-
(f) Public Deposits*		
(g) Other Loans (specify nature)	-	-
Overdraft balance with banks secured against fixed deposits	31,952.27	-
* Please see note 1 below		
2 Break up of (1) (f) above (Outstanding public deposit inclusive of interest		
(a) In the form of unsecured debanture	-	-
(b) In the form of partly secured debanture where there is a shortfall in the	-	-
(c) Other public deposits	-	-
*Please see Note 1 below		
Assets side:	Amount outstanding	
3 Break up of Loans and advances including bills receivables (other than those		
(a) Secured	41,850.00	-
(b) Unsecured	38,027.14	-
4 Break up of Leased Assets and Stock on hire and other assets counting		
i Lease assets including lease rentals under sundry debtors:		
(a) Financial lease	-	-
(b) Operating lease	-	-
ii Stock on hire including hire charges under sundry debtors		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
iii Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
5 Break-up of Investments:		
Current Investments:		
1 Quoted:		
(i) Shares (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-
2 Unquoted:		
(i) Shares (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-

Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 19 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2016

(₹ in thousand)

	Amount outstanding	Amount Overdue
Long term investments:		
1 Quoted:		
(i) Shares (a) Equity	1,29,602.25	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	
(iii) Units of mutual funds	6,086.77	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-
2 Unquoted:		
(i) Shares (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-

6 Borrower group-wise classification of assets financed as in (3) and (4) above

Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2 Other than related parties	41,850.00	38,027.14	79,877.14
Total	**41,850.00**	**38,027.14**	**79,877.14**

7 Investor group-wise classification of all Investments (current and long term) in shares and securities

Please see note 3 below

Category	Market value / Break up or fair value or NAV	Book Value (Net of Provisions)
1 Related Parties **		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2 Other than related parties	1,35,689.02	1,17,356.48
Total	**1,35,689.02**	**1,17,356.48**

** As per Accounting standard of ICAI (Please see Note 3)

Notes to the financial statements for the year ended 31st March 2024

Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 19 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2016

8 Other information

(₹ in thousand)

Particulars	Amount
(i) Gross Non- Performing Assets	
(a) Related parties	-
(b) Other than related parties	-
(ii) Net Non- Performing Assets	
(a) Related parties	-
(b) Other than related parties	-
(iii) Assets acquired in satisfaction of debt	-

Notes:

1 As defined in Point xxv of paragraph 3 of Chapter-II of Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

2 Provisioning norms shall be applicable as prescribed in Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

3 All notified Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term (amortised cost in the case of Ind AS) or current (fair value in the case of Ind AS) in (5) above.

As per our report of even date
For JAIN & TRIVEDI
Chartered Accountants
FRN : 113496W

Sd/-
Satish Trivedi
Partner
M. No. 038317

For & on behalf of the Board

Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539

Sd/-
Pratibha Goyal
Director
DIN: 00399056

Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Jitendra Gupta
Company Secretary

Mumbai, 21st May, 2024

If Undelivered, Please return to:

Upsurge Investment and Finance Limited

CIN: L67120MH1994PLC079254

Office No. 303, Morya Landmark I,
Behind Crystal Plaza, Off New Link Road,
Andheri (West), Mumbai-400 053