Upsurge

INVESTMENT & FINANCE



THIRTY-SECOND ANNUAL REPORT

2025-26

For the financial year ended 31st March, 2026

Upsurge Investment and Finance Limited CIN L67120MH1994PLC079254 · BSE 531390 · upsurgeinvestment.com

Corporate Information

BOARD OF DIRECTORS

Mr. Dayakrishna Goyal
Managing Director · DIN: 00398539

Mrs. Pratibha Goyal
Non-Executive Director · DIN: 00399056

Mr. Satish Gupta
Independent Director · DIN: 00227963

Mr. Vivek Jain
Independent Director · DIN: 00254694

KEY MANAGERIAL PERSONNEL

Mr. Mayank Goyal
Chief Financial Officer

Mrs. Daya D. Savani
Company Secretary & Compliance Officer
ACS: 78345

STATUTORY AUDITORS

M/s Jain & Trivedi, Chartered Accountants
Firm Registration No. 113496W, Mumbai

SECRETARIAL AUDITORS

M/s Mukesh Purohit & Co., Practicing Company Secretaries
COP No. 25204

REGISTERED OFFICE

Office No. 303, Morya Landmark I,
Opp. Infinity Mall, Off New Link Road,
Andheri (West), Mumbai 400 053
Tel: 022 6742 5441
Email: info@upsurgeinvestment.com
Website: upsurgeinvestment.com

REGISTRAR & SHARE TRANSFER AGENT

Adroit Corporate Services Pvt. Ltd.
17-20 Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol, Andheri (East),
Mumbai 400 059
Tel: +91 22 4227 0400
Email: info@adroitcorporate.com

LISTING

BSE Limited
Scrip Code: 531390
ISIN: INE890B01014

INVESTOR GRIEVANCES

Email: info@upsurgeinvestment.com
Investor information:
upsurgeinvestment.com/investors

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The Year at a Glance

Upsurge Investment and Finance Limited is a Mumbai-based non-banking financial company, incorporated in 1994 and listed on BSE Limited since 1996. The Company extends secured credit, structured facilities and special-situation capital to families, promoters and businesses, and advises small and medium enterprises on financing and capital raising. Figures below are drawn from the audited standalone financial statements for the year ended 31st March, 2026.

PROFIT BEFORE TAX	PROFIT AFTER TAX	EARNINGS PER SHARE
₹500.58 Lacs	₹322.77 Lacs	₹1.47
NET WORTH	**TOTAL ASSETS**	**INTERIM DIVIDEND**
₹11,717.81 Lacs up 11.8% over FY 2024-25	₹12,284.74 Lacs up 14.4% over FY 2024-25	Re. 0.50 / share 5% on face value of Rs. 10

BALANCE SHEET STRENGTH

Particulars	As at 31.03.2026	As at 31.03.2025
Equity share capital	₹2,192.14 Lacs	₹2,007.14 Lacs
Other equity	₹9,525.67 Lacs	₹8,475.37 Lacs
Total equity	**₹11,717.81 Lacs**	**₹10,482.51 Lacs**
Borrowings other than debt securities	₹460.84 Lacs	₹19.05 Lacs
Debt to equity	0.04×	0.002×
Statutory reserve transferred during the year (Section 45-IC, RBI Act)	₹64.56 Lacs	₹319.07 Lacs

Profit for the year moderated against an exceptional FY 2024-25, which included substantially higher trading volumes and fair-value gains. Balance sheet size, net worth and capital position strengthened over the same period.

How We Operate

I

Secured, always

Every rupee lent is backed by an asset the Company understands and can value. Exposures are priced for the risk taken, and the Company does not reach for yield by loosening security.

II

Speed with discipline

Moving quickly is a consequence of preparation, not a substitute for it. Because the diligence is done and the structure is clear, decisions can be taken in days without cutting corners.

III

Conservatively run

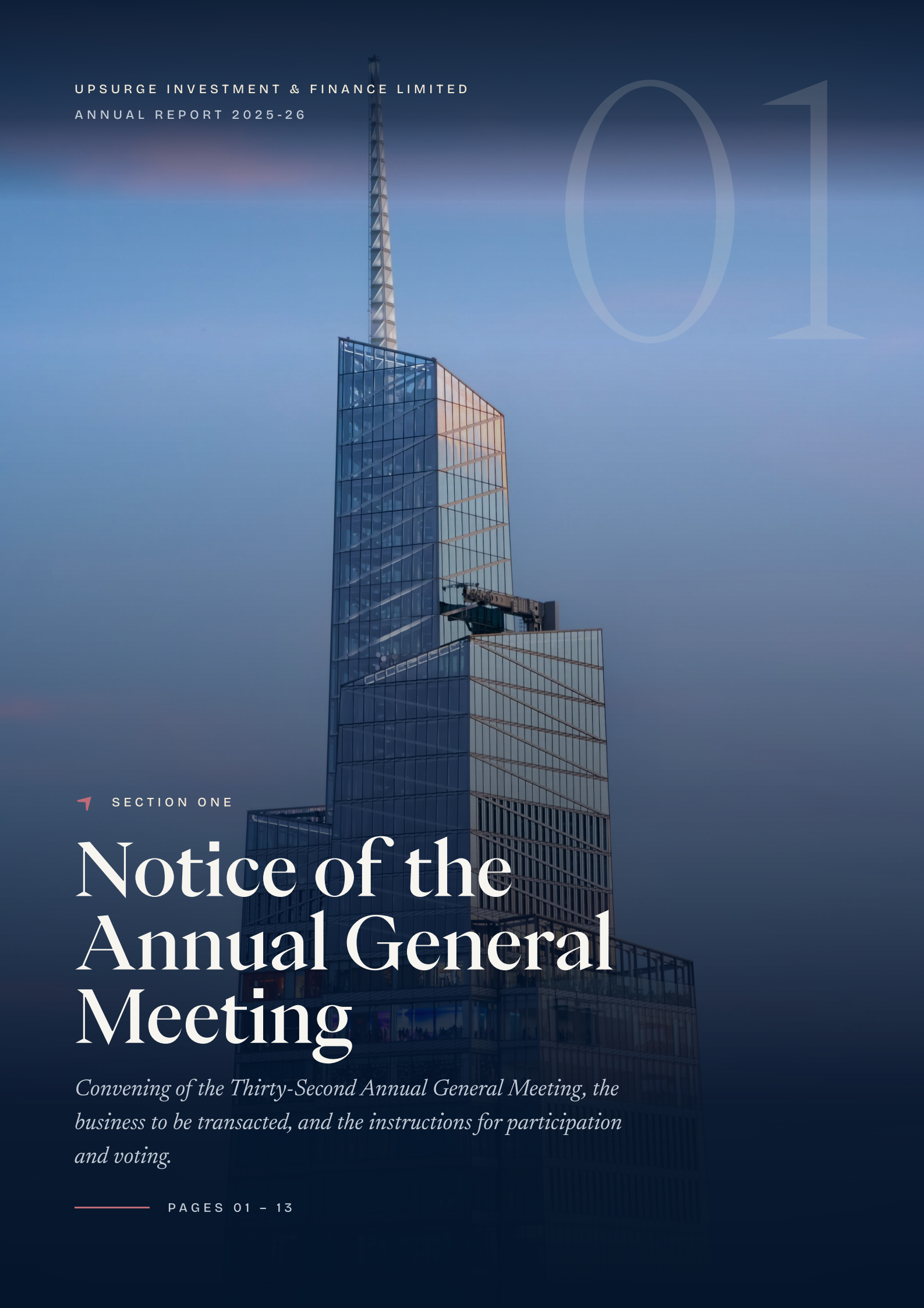
The balance sheet is kept prudent and leverage is used with restraint. Capital exists to be protected first and deployed second, which is what allows the Company to act when others cannot.

GOVERNANCE AND STEWARDSHIP IN FY 2025-26

Independent audit opinion on the standalone financial statements	Unmodified; no qualification, reservation, adverse remark or disclaimer
Internal financial controls over financial reporting	Reported adequate and operating effectively as at 31st March, 2026
Board and Committee oversight	8 Board meetings; 4 Audit Committee meetings; two-thirds of the Audit Committee are Independent Directors
Frauds reported under Section 143(12)	None
Whistle-blower complaints and POSH complaints received	Nil in each case
Pending litigation impacting the financial position	None reported by the Statutory Auditors
Defaults on borrowings, or delay in interest or principal	Nil; the Company has not been declared a wilful defaulter
Investor complaints	1 received, 1 resolved, nil outstanding at year end
Promoter and Promoter Group holding	54.56%, with no shares pledged
Dividend record	Dividend declared in each of the last five financial years; interim dividend of 5% paid for FY 2025-26
Corporate Social Responsibility	₹10.00 Lacs spent on education, health care, women empowerment and sport; no unspent CSR amount for the year
Regulatory standing	Registered with the Reserve Bank of India under Section 45-IA; RBI regulations complied with as at 31st March, 2026

Each item above is drawn from the statutory reports and certificates that follow in this Annual Report and should be read together with them.

01



SECTION ONE

Notice of the Annual General Meeting

Convening of the Thirty-Second Annual General Meeting, the business to be transacted, and the instructions for participation and voting.

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Notice

Notice of the Thirty-Second Annual General Meeting

NOTICE is hereby given that the Thirty-Second (32nd) Annual General Meeting ("32nd AGM") of the members of Upsurge Investment and Finance Ltd. will be held on Wednesday, 30th September 2026 at 12.00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("VC"/"OAVM") facility, to transact the following businesses:

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, 2026, 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."*

By Order of the Board

Daya D Savani
Company Secretary
ACS: 78345
Mumbai, dated 01st September, 2026

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") has allowed companies to conduct the Annual General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") till further orders. In compliance with the aforesaid MCA Circulars, the 32nd Annual General Meeting of the Members of the Company ("32nd AGM" or "Meeting") will be held through VC/OAVM, without the physical presence of the Members at a common venue. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

2. A Member entitled to physically attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and a proxy need not be a Member of the Company. Since this 32nd AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with, in line with the MCA Circulars and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). As this 32nd AGM would be conducted through VC/OAVM, the requirement to provide the facility for appointment of proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice of the 32nd AGM.
3. Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the 32nd AGM through VC/OAVM on their behalf and to vote through remote e-Voting pursuant to Section 113 of the Companies Act, 2013 ("the Act"). The said Resolution/Authorization shall be sent by registered email address to the Scrutinizer at bkg_satyam@yahoo.com and helpdesk.evoting@cdslindia.com.
4. Since there is no Special Business, no Explanatory Statement under Section 102 is required.
5. The brief details of the Directors who are proposed to be appointed/re-appointed as per the Notice of this 32nd AGM are annexed hereto as per the requirements of Regulation 36(3) of the Listing Regulations, as amended, and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
6. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2026, to Wednesday, September 30, 2026 (both days inclusive) for the 32nd AGM of the Company.
7. The facility of joining the 32nd AGM through VC/OAVM will be open 30 minutes before and will remain open for 15 minutes after the scheduled start time of the 32nd AGM.
8. In terms of Sections 101 and 136 of the Act and the relevant Rules made thereunder, read with the MCA Circulars, the requirement of sending physical copies of the Notice and Financial Statements to the Members of the Company has been relaxed. Accordingly, the Notice of the 32nd AGM along with the Annual Report for F.Y. 2025-26 has been sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. A Member who wishes to obtain a hard copy of the Annual Report can send a request for the same to email ID info@upsurgeinvestment.com, mentioning Folio No./DP ID and Client ID.
9. Members may note that the Notice and Annual Report for F.Y. 2025-26 will also be available on the Company's website https://upsurgeinvestment.com/, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL at www.evotingindia.com.
10. Further, those Members who have not updated their email addresses in the Demat account/Folio may get their email address and mobile number registered with their DPs/the Company's Registrar and Share Transfer Agent, Adroit Corporate Services Pvt. Ltd. ("RTA"), latest by Wednesday, September 23, 2026, for receiving the Notice of the 32nd AGM and Annual Report along with the Login ID and Password, by sending an email to the RTA at info@adroitcorporate.com.
11. Members attending the 32nd AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Wednesday, September 23, 2026, being the Cut-off Date. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
13. Non-Individual Members who acquire shares of the Company and become Members after dispatch of the Notice of the 32nd AGM but hold shares as on the Cut-off Date for remote e-Voting, i.e. Wednesday, September 23, 2026, may obtain the Login ID and Password by sending a request to helpdesk.evoting@cdslindia.com or info@adroitcorporate.com.
14. Individual Members who acquire shares of the Company and become Members after dispatch of the Notice of the 32nd AGM but hold shares as on the Cut-off Date for remote e-Voting, i.e. Wednesday, September 23, 2026, holding shares in NSDL/CDSL, should login through the websites of NSDL/CDSL and can cast their votes during the remote e-Voting period.
15. Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the 32nd AGM, and Members participating at the 32nd AGM who have not already cast their vote by remote e-Voting will be eligible to exercise their right to vote during such proceedings of the 32nd AGM. Members who have cast their vote by remote e-Voting prior to the 32nd AGM will also be eligible to participate at the 32nd AGM but shall not be entitled to cast their vote again on such resolutions for which they have already cast their vote through remote e-Voting.
16. For details on the login method for e-Voting, please refer to the instructions below under the head "Voting through electronic means".
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 32nd AGM.
18. 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 the AGM, i.e. 30th September 2026. Members seeking to inspect such documents can send an email to info@upsurgeinvestment.com.
19. The Board of Directors has appointed Mr. B.K. Gupta, Partner (C.P. No. 40889) of M/s BKG & Associates, as the Scrutinizer, to scrutinize the remote e-Voting and e-Voting process at the 32nd AGM in a fair and transparent manner, and he has consented to act as Scrutinizer.
20. The Securities and Exchange Board of India ("SEBI") vide its Circulars dated May 17, 2023, November 17, 2023, May 7, 2024, June 10, 2024, and Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 ("SEBI Circulars") has mandated Members holding securities in physical form to furnish PAN and KYC details (i.e., postal address with PIN code, mobile number, email address, choice of nomination, bank account details and specimen signature) to avail any service request. Pursuant to the aforesaid SEBI Circulars, the Company sent individual communications to all the Members holding shares of the Company in physical form. Physical Members who have not updated their KYC and choice of nomination details may please submit Form ISR-1, Form ISR-2 and Form No. SH-13/Form ISR-3. The link for downloading the forms is available on the Company's website at

www.upsurgeinvestment.com/investors/investor-information. SEBI has mandated listed companies to issue securities in demat form only while processing investor service requests, and any payments including dividend in respect of shares held in physical form shall only be made electronically upon registering the required KYC details, with effect from April 1, 2024.

21. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get the inherent benefits of dematerialization, and also considering that physical transfer of equity shares/issuance of equity shares in physical form has been disallowed by SEBI. In this regard, the Members/legal heirs of deceased Members are also requested to open a demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.
22. To support the 'Green Initiative', Members who have not yet registered their email address are requested to register their email address with their DPs in case the shares are held by them in electronic form, and with the RTA in case the shares are held by them in physical form, for receiving all communication including Annual Reports, Notices, Financial Results etc. from the Company electronically.
23. In accordance with the provisions of the Income Tax Act, 2025 read with amendments thereof, dividend declared or distributed or paid by a company on equity shares shall be taxable in the hands of the Members, and the Company shall be required to deduct tax at source ('TDS') at prescribed rates from dividend paid to Members at the time of distribution or payment of dividend. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company/RTA in accordance with the applicable provisions of the Income Tax Act, 2025.
24. Members are requested to note that in case their PAN is not registered or not linked with Aadhaar, tax shall be deducted at source at 20%. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nomination details, power of attorney, and bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc., to their DP in case their shares are held in demat form, and to the RTA in case the shares are held in physical form.
25. Nomination Facility: As per the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form No. SH-13 with the RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs.
26. Non-Resident Members: Non-Resident Members are requested to immediately notify the following to the Company in respect of shares held in physical form, and to their DPs in respect of shares held in dematerialized form:
    - Indian address for sending all communications, if not provided so far;
    - Change in their residential status on return to India for permanent settlement;
    - Particulars of the bank account maintained with a bank in India, if not furnished earlier; and
    - RBI permission number with date, to facilitate prompt credit of dividend in their bank accounts.

27. Members are requested to note that dividends, if not encashed for a period of 7 (seven) years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The shares in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years or more are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company within the stipulated timeline. Members whose unclaimed dividends/shares have been transferred to the IEPF Authority may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.mca.gov.in.
28. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
29. SEBI had opened a Special Window for re-lodgment of transfer requests for physical shares from July 7, 2025, till January 6, 2026, vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, encouraging investors to re-lodge transfer deeds which were lodged prior to the deadline of April 1, 2019, and rejected/returned due to deficiency in the documents/process or otherwise. Further, SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has re-opened the Special Window for transfer and dematerialization of physical securities for a period of 1 (one) year, from February 5, 2026, to February 4, 2027.

TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

Transfer of unclaimed dividend to IEPF: Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, dividends which remain unclaimed for a period of 7 (seven) years will be transferred by the Company to the IEPF established by the Central Government as and when they fall due. Members who have not encashed their dividend warrants/payment instrument(s) so far are requested to make their claim to the Company's Registered Office or to Adroit Corporate Services Pvt. Ltd., 17-20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol, Andheri (East), Mumbai 400 059, Tel: +91 22 4227 0400, before transfer to IEPF on the following respective dates:

Year ending on March 31	Dividend to be transferred to IEPF on
2022	February 09, 2029
2023	August 27, 2029
2024	September 02, 2030
2025	September 01, 2031
2026	August 31, 2032

Transfer of Equity Shares to IEPF: As per Government of India Gazette Notification No. REGD. NO. D.L.-33004/99 dated February 28, 2017, issued by the Ministry of Corporate Affairs, and pursuant

to the provisions of the IEPF Rules, all shares in respect of which dividend remains unclaimed for 7 (seven) consecutive years or more will be transferred to the IEPF Authority. Accordingly, during the Financial Year 2025-26, the Company transferred 1,69,889 equity shares of face value of Rs. 10/- each in respect of which the following dividend was not claimed for 7 (seven) consecutive years or more, as mentioned below:

Financial Year	Type of Dividend	No. of Shares Transferred to IEPF Authority	Filing Date of Form No. IEPF-4
2017-18	Final Dividend	1,69,889	February 21, 2026

VOTING THROUGH ELECTRONIC MEANS

30. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Secretarial Standard on General Meetings ('SS-2'), and Regulation 44 of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, in relation to the e-Voting facility, the Members are provided the facility to cast their vote electronically, through the remote e-Voting services and the e-Voting facility at the 32nd AGM provided by CDSL, the e-Voting agency, for voting on all the resolutions set out in this Notice.

31. The remote e-Voting period commences on Friday, September 25, 2026 (9.00 a.m. IST) and ends on Tuesday, September 29, 2026 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form as on Wednesday, September 23, 2026, i.e. the Cut-off Date, may cast their vote electronically. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. The e-Voting module shall be disabled by CDSL for voting thereafter. Those Members who are present in the 32nd AGM through the VC/OAVM facility, 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 32nd AGM.

THE INSTRUCTIONS OF MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on the e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access the e-Voting facility.

Pursuant to the aforesaid SEBI Circular, the login method for e-Voting and joining virtual meetings for Individual Members holding securities in demat mode with CDSL/NSDL is given below:

Individual Members holding securities in demat mode with CDSL Depository

- Users who have opted for the CDSL Easi/Easiest facility can login through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. Users are requested to visit the CDSL website www.cdslindia.com and click on the login icon and the New System Myeasi tab.

- 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 the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting. Additionally, links are also 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.
- If the user is not registered for Easi/Easiest, the option to register is available on the CDSL website www.cdslindia.com: click on login and the New System Myeasi tab and then click on the registration option.
- Alternatively, the user can directly access the e-Voting page by providing their Demat Account Number and PAN from the e-Voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile number and email as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress, and will also be able to directly access the system of all e-Voting Service Providers.

Individual Members holding securities in demat mode with NSDL Depository

- If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a 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 the '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 the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.
- If the user is not registered for IDeAS e-Services, the 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.
- Visit the e-Voting website of NSDL. Open a 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 the e-Voting system is launched, click on the "Login" icon which is available under the 'Shareholder/Member' section. A new screen will open; you will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.
- For OTP-based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, verification code and generate an OTP. Enter the OTP received on the registered email ID/mobile number and click on

login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.

Individual Members (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 the e-Voting facility. After successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve their User ID/Password are advised to use the Forgot User ID and Forgot Password options available on the abovementioned websites.

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll-free no. 1800 21 09911.
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 022-4886 7000 and 022-2499 7000.

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

Login method for e-Voting and joining virtual meetings for physical Members and Members other than individuals holding in demat form:

- The Members should log on to the e-Voting website www.evotingindia.com.
- Click on the "Shareholders" module.
- Now enter your User ID:
  For CDSL: 16-digit beneficiary ID;
  For NSDL: 8-character DP ID followed by 8-digit Client ID;
  Members holding shares in physical form should enter the Folio Number registered with the Company.
- Next, enter the Image Verification as displayed and click on Login.
- 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.
- If you are a first-time user, follow the steps given below:

	For physical Members and Members other than individuals holding shares in demat form
PAN	Enter your 10-digit alphanumeric PAN issued by the Income Tax Department (applicable for both demat Members as well as physical Members). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA, or contact the 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.

- After entering these details appropriately, click on the "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the company selection screen. However, Members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that the company opts for e-Voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- Click on the EVSN for Upsurge Investment & Finance Limited to vote.
- On the voting page, you will see the "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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on the "Click here to print" option on the voting page.
- If a demat account holder has forgotten the login password, enter the User ID and the image verification code, click on Forgot Password, and enter the details as prompted by the system.
- There is also an optional provision to upload a BR/POA, if any, which will be made available to the Scrutinizer for verification.

Additional facility for Non-Individual Members and Custodians (for remote e-Voting only)

- Non-Individual Members (i.e. other than individuals, HUFs, NRIs 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 signature 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.
- The list of accounts linked in the login will be mapped automatically and can be de-linked 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 favour of the Custodian, if any, be uploaded in PDF format in the system, for the Scrutinizer to verify the same.
- Alternatively, Non-Individual Members are mandatorily required to send the relevant Board Resolution/Authority Letter etc., together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the RTA at info@adroitcorporate.com and to the Company at info@upsurgeinvestment.com, if they have voted from the individual tab and not uploaded the same in the CDSL e-Voting system, for the Scrutinizer to verify the same.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE MEETING

- The procedure for attending the Meeting and e-Voting on the day of the AGM is the same as the instructions mentioned above for e-Voting.
- The link for VC/OAVM to attend the Meeting will be available where the EVSN of the Company will be displayed, after successful login as per the instructions mentioned above for e-Voting.
- Members 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.
- Members are encouraged to join the Meeting through laptops/iPads for a better experience.
- Members will be required to allow camera access and use internet with a good speed to avoid any disturbance during the Meeting.
- Please note that participants connecting from mobile devices or tablets, or through laptops connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any such glitches.
- Only those Members who are present in the AGM through the VC/OAVM facility, 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 available during the AGM.
- If any votes are cast by Members through the e-Voting available during the AGM and the same Members have not participated in the Meeting through the VC/OAVM facility, then the votes cast by such Members shall be considered invalid, as the facility of e-Voting during the Meeting is available only to the Members attending the Meeting.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- For physical Members: please provide the necessary details like Folio No., name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) by email to info@adroitcorporate.com.

- For demat Members: please update your email ID and mobile number with your respective Depository Participant (DP).
- For individual demat Members: please update your email ID and mobile number with your respective Depository Participant (DP), which is mandatory while e-Voting and joining virtual meetings through the 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 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 400 013, or by email to helpdesk.evoting@cdslindia.com, or call toll-free no. 1800 21 09911.

INSTRUCTIONS FOR ATTENDING/JOINING THE 32ND AGM THROUGH VC/OAVM

- Members will be provided with a facility to attend the 32nd AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under Shareholders/Members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in the Shareholders/Members login, where the EVSN of the Company will be displayed.
- Members can join the 32nd AGM through the VC/OAVM mode 30 minutes before the scheduled start time of the commencement of the Meeting, and the facility will remain open for 15 minutes after such scheduled start time, by following the procedure mentioned in the Notice.
- Members who do not have the User ID and Password for e-Voting, or have forgotten the User ID and Password, may retrieve the same by following the remote e-Voting instructions mentioned above.
- Members are encouraged to join the Meeting through laptops/iPads with the latest version of Google Chrome for a better experience.
- Members will be required to allow camera access, if any, and use internet with a good speed to avoid any disturbance during the Meeting.
- Please note that Members/participants connecting from mobile devices or tablets, or through laptops connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any such glitches.
- **Questions prior to the 32nd AGM:** Members are requested to send their questions in advance, from Thursday, September 24, 2026 to Monday, September 28, 2026, mentioning their name, demat account number/folio number, email ID and mobile number, at info@upsurgeinvestment.com. Such questions by the Members shall be taken up during the Meeting and replied to by the Company suitably. Please note that only questions of Members holding shares as on the Cut-off Date will be considered. Members intending to speak at the 32nd AGM would require a microphone and speakers/headphones.
- **Speaker registration during the 32nd AGM:** Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance, between Thursday, September 24, 2026 and Monday, September 28, 2026, mentioning their name, demat account number/folio number, email ID and mobile number, at

info@upsurgeinvestment.com. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the 32nd AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 32nd AGM.

Scrutinizer's Report and declaration of results

- The Scrutinizer shall, immediately after the conclusion of voting at the 32nd AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-Voting, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, within 2 (two) working days of the conclusion of the 32nd AGM, to the Managing Director, Mr. Dayakrishna Goyal, or any other person authorised by the Managing Director, who shall countersign the same and declare the result of the voting forthwith.
- The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.upsurgeinvestment.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of results, and communicated to BSE Limited. The resolutions shall be deemed to be passed at the 32nd AGM of the Company.

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

Daya D Savani
Company Secretary
ACS: 78345
Mumbai, dated 01st September, 2026

DISCLOSURE PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Mrs. Pratibha Goyal
DIN	00399056
Age	50
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 for 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 society at large.
Directorships held in other companies	Unlisted companies: Yash Securities Private Limited; Upsurge Shares & Securities Private Limited; Gagan Deep Multitrade Private Limited. Limited Liability Partnerships: GMT Advisors LLP; Innosurge Wealth Managers LLP; PD Associates LLP.
Membership/Chairmanship of Committees of such companies	Member of the CSR Committee and Nomination and Remuneration Committee, and Chairman of the Stakeholders Relationship Committee.
List of companies in which the Director resigned in the past three years	Nil
Inter-se relationship between Directors	Mrs. Goyal is the wife of Mr. Dayakrishna Goyal, who is the Managing Director of the Company.
No. of Meetings of the Board attended	8 of 8 in F.Y. 2025-26
Details of remuneration last drawn	NIL
Number of shares held in the Company	32,86,330
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

Upsurge Investment & Finance Ltd
CIN: L67120MH1994PLC079254
Office No. 303, Morya Landmark I,
Opp. Infinity Mall, Off New Link Road,
Andheri (W), Mumbai 400 053
Tel: 022-67425441/42
info@upsurgeinvestment.com · upsurgeinvestment.com

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

Daya D Savani
Company Secretary
ACS: 78345
Mumbai, dated 01st September, 2026



SECTION TWO

Directors' Report

The Board's account of the year: performance, capital, governance, and the annexures required under the Companies Act, 2013.

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Board's Report

For the financial year ended 31st March, 2026

To
The Members,

The Directors are pleased to present their Thirty-Second Annual Report on the business and operations of Upsurge Investment and Finance Limited ('the Company'), together with the audited financial statements for the financial year ended March 31, 2026. The financial statements are prepared in accordance with Indian Accounting Standards ('Ind AS').

FINANCIAL PERFORMANCE

The summary of the Company's financial performance for F.Y. 2025-26 as compared to F.Y. 2024-25 is given below:

(In ₹ Lacs)

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
Income from Operations	5,354.75	11,316.64
Other Income	169.96	50.66
Less: Purchases	6,052.08	9,933.16
Change in Inventories	(1,325.35)	(828.95)
Employee Benefit Expense	80.46	75.69
Other Expenses	118.63	147.55
Depreciation and Amortization	2.89	2.86
Finance Cost	95.42	63.69
Profit/(Loss) Before Tax	**500.58**	**1,973.29**
Less: Tax Expense — Current Tax	263.69	288.55
Deferred Tax	(86.43)	101.30
Short/Excess Provision for Earlier Years	0.55	(11.91)
Profit/(Loss) After Tax	**322.77**	**1,595.35**
Other Comprehensive Income (net of tax)	—	—
Total Comprehensive Income	**322.77**	**1,595.35**
Earnings per Share (EPS) (Rs.)	1.47	8.81
Diluted Earnings per Share (EPS) (Rs.)	1.47	7.45

DIVIDEND

Your Directors, at their meeting held on August 12, 2025, declared an interim dividend of Re. 0.50 per equity share on 2,00,71,400 equity shares of face value of Rs. 10/- each fully paid-up (i.e. 5.00%) for the Financial Year 2025-26. The interim dividend was paid to eligible Members on September 02, 2025, involving a cash outflow of Rs. 1,00,35,700, subject to deduction of tax at source as per the applicable rates.

SHARE CAPITAL

Preferential issue of Equity Shares

The Board of Directors of the Company at its meeting held on July 16, 2024 approved the issuance of 33,00,000 Warrants, convertible within 18 months from the date of allotment into an equivalent number of fully paid-up equity shares of face value of Rs. 10/- each of the Company, for cash at an issue price of Rs. 73.00 per Equity Share (including a premium of Rs. 63.00 per Equity Share), aggregating up to Rs. 24,09,00,000/-, through a preferential issue on a private placement basis to promoter/non-promoter investors.

Pursuant to the special resolutions, the Members at the Extra-Ordinary General Meeting held on August 14, 2024 approved the issuance of the Preferential Issue of Equity Shares to promoter/non-promoter investors.

Upon receipt of the necessary statutory and regulatory approvals, the Board of Directors of the Company at its meeting held on August 24, 2024 allotted 33,00,000 Warrants convertible into fully paid-up equity shares of face value of Rs. 10/- each, upon receipt of the subscription amount of Rs. 6,02,25,000/-.

During the Financial Year 2025-26, 18,50,000 Convertible Warrants were converted into an equivalent number of 18,50,000 fully paid-up Equity Shares upon receipt of the balance 75% of the issue price, aggregating to ₹10,12,87,500/-, from the respective Warrant Holders. Accordingly, the Board of Directors, at its meeting held on 23rd February, 2026, approved and allotted 18,50,000 fully paid-up Equity Shares pursuant to the conversion of the said Convertible Warrants, in accordance with the terms and conditions of the issue and applicable regulatory provisions.

The remaining 14,50,000 Convertible Warrants could not be converted within the prescribed period, as the respective Warrant Holders failed to remit the balance amount payable towards the issue price within the stipulated timeframe. Consequently, the said 14,50,000 Convertible Warrants stood cancelled and lapsed, and the amount paid towards such Warrants was dealt with in accordance with the terms of the issue and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Post the Preferential Issue, the paid-up equity share capital of the Company stood increased on February 23, 2026 from Rs. 20,07,14,000/- comprising 2,00,71,400 equity shares of Rs. 10/- each fully paid up, to Rs. 21,92,14,000/- comprising 2,19,21,400 equity shares of Rs. 10/- each fully paid up. The proceeds are being utilised as per the objects of the Preferential Issue. Hence, there is no deviation/variation in the use of proceeds as per Regulation 32 of the Listing Regulations.

Authorised Share Capital

During the Financial Year under review, there was no change in the Authorised Share Capital of the Company. As on March 31, 2026, the Authorised Share Capital of the Company stood at Rs.

23,75,00,000/- divided into 2,37,50,000 Equity Shares of face value of Rs. 10/- each.

Issued, Subscribed and Paid-up Share Capital

During the Financial Year under review, the paid-up Equity Share Capital of the Company increased on account of the conversion of 18,50,000 warrants into an equivalent number of 18,50,000 fully paid-up Equity Shares of face value of Rs. 10/- each.

The issued, subscribed and paid-up Equity Share Capital of the Company as on March 31, 2026 stood at Rs. 21,92,14,000/-, comprising 2,19,21,400 Equity Shares of Rs. 10/- each fully paid up.

- No Equity Shares were issued with differential rights as to dividend, voting or otherwise during the year under review.
- The Company has not resorted to any buy-back of its Equity Shares during the year under review.
- None of the Directors of the Company holds instruments convertible into Equity Shares of the Company.
- No sweat equity shares were issued to the employees of the Company during the year under review.

TRANSFER TO RESERVES

Under Section 45-IC(1) of the Reserve Bank of India ("RBI") Act, 1934, non-banking financial companies ("NBFCs") are required to transfer a sum not less than 20% of their net profit every year to a reserve fund before the declaration of any dividend. Accordingly, your Company has transferred a sum of Rs. 64.56 Lacs to the Statutory Reserve.

OPERATIONS AND COMPANY'S PERFORMANCE

For the Financial Year ended March 31, 2026, your Company earned a Profit Before Tax of Rs. 500.58 Lacs as against Rs. 1,973.29 Lacs in the previous Financial Year ended March 31, 2025. The Profit After Tax for the Financial Year ended March 31, 2026 was Rs. 322.77 Lacs as against Rs. 1,595.35 Lacs in the previous Financial Year. The total income for the year under consideration was Rs. 5,524.71 Lacs and total expenditure was Rs. 5,024.13 Lacs.

The Company continued to follow prudent liquidity management practices, maintaining an adequate liquidity buffer throughout the Financial Year 2025-26. This ensured timely availability of funds for onward lending, smooth servicing of liabilities and reinforced the trust and confidence of customers, lenders and creditors.

DIRECTORS

Re-appointment of Director retiring by rotation

Mrs. Pratibha Goyal (DIN: 00399056), Non-Executive and Non-Independent Director of the Company, will retire by rotation at the ensuing 32nd AGM and, being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors, in their respective meetings held on May 26, 2026, considered and recommended to the Members the re-appointment of Mrs. Pratibha Goyal as Non-Executive and Non-Independent Director of the Company. The necessary resolution for her re-appointment as a Director of the Company retiring by rotation, together with the requisite disclosure, is set out in the Notice of the 32nd AGM.

Fit and Proper and Non-Disqualification Declaration by Directors

All the Directors of the Company have confirmed that they satisfy the 'fit and proper' criteria as prescribed under Chapter IV of the Reserve Bank of India (Non-Banking Financial Companies — Governance) Directions, 2025 ("RBI Governance Directions"). They have further confirmed that they are not disqualified from being appointed/re-appointed/continuing as Directors in terms of Sections 164(1) and (2) of the Act.

Declaration by Independent Directors

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act, along with the Rules framed thereunder, and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. Further, the Independent Directors have also confirmed that they are not debarred from holding the office of director by any order of SEBI or any other authority.

Policies on appointment of Directors and Remuneration

The management of the Company continues to benefit from the guidance, support and mature advice of the members of the Board of Directors, who also serve on various committees. The Board comprises Directors with diverse skills and rich experience, thereby enhancing the quality of its performance.

The Company has adopted a Policy on Board Diversity formulated by the Nomination and Remuneration Committee, to ensure a balanced mix of competencies and perspectives. The Company's Remuneration Policy is framed for the remuneration of Directors (Executive and Non-Executive), Key Managerial Personnel and Senior Management Personnel, in line with the requirements of Section 178 of the Act, Regulation 19 read with Part D of Schedule II to the Listing Regulations, and the RBI Governance Directions. These Policies are available on the Company's website at https://upsurgeinvestment.com. The Company has also formulated a Policy on Succession Planning for Directors and Key Managerial Personnel to ensure continuity and smooth functioning of the Company.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2025-26, 8 (Eight) meetings of the Board of Directors were held, on May 27, 2025, July 30, 2025, August 12, 2025, October 24, 2025, November 11, 2025, January 01, 2026, February 10, 2026 and February 23, 2026. The details of the Board and various Committee meetings, including their attendance, are given in the Report on Corporate Governance forming part of the Annual Report.

PERFORMANCE EVALUATION AT BOARD AND INDEPENDENT DIRECTORS' MEETINGS

The Board, the Committees of the Board and the Independent Directors continuously strive to enhance the efficiency of their functioning and to strengthen corporate governance practices. A formal performance evaluation was carried out at the meeting of the Board of Directors held on February 10, 2026, where the Board made an annual evaluation of its own performance, the performance of Directors individually, as well as the evaluation of the working of its various Committees for the Financial Year 2025-26, on the basis of a structured questionnaire on

performance criteria. The Policy on Performance Evaluation is available on the Company's website at https://upsurgeinvestment.com. The Board expressed its satisfaction with the evaluation process. The observations made during the evaluation process were noted, and based on the outcome of the evaluation and the feedback of the Directors, the Board and the Management agreed on various action points to be implemented in subsequent meetings.

The evaluation process highlighted the cohesiveness among Directors, the openness of Management in sharing information, and the effective manner in which proposals were placed before the Board for consideration and approval.

The Independent Directors met on February 10, 2026 without the presence of other Directors or members of the Management. All the Independent Directors were present at the meeting. In the meeting, the Independent Directors reviewed the performance of the Non-Independent Directors, the Board as a whole and the Chairman. They assessed the quality, quantity and timeliness of the flow of information between the Company's Management and the Board. The minutes of the Independent Directors' meeting were placed before the Board Meeting held on February 23, 2026, and the same were noted by the Board. The Independent Directors expressed satisfaction over the performance and effectiveness of the Board, the individual Non-Independent Directors and the Chairman.

They also expressed satisfaction with regard to the flow of information between the Management of the Company and the Board. The Management took note of the various suggestions made in the meeting of the Independent Directors. Further, the Independent Directors actively contributed to Board and Committee deliberations. The members of the Audit Committee, without the presence of members of Management, had separate meetings with (i) the Statutory Auditors, and (ii) the Head of Internal Audit.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Directors, to the best of their knowledge and belief, confirm that:

1. In the preparation of the annual accounts for the Financial Year ended March 31, 2026, the applicable accounting standards have been followed and there are no material departures;
2. The accounting policies applied to the Standalone financial statements have been selected and applied consistently, and judgments and estimates have been made 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, 2026 and of the profit of the Company for the year ended on that date;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts for the Financial Year ended March 31, 2026 have been prepared on a going concern basis;
5. They have laid down adequate internal financial controls to be followed by the Company, and such internal financial controls are adequate and were operating effectively; and
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws, and such systems were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL

As per Section 2(51) of the Act, the following were the Key Managerial Personnel, including Whole-Time Directors, as on the date of this Report:

- Mr. Dayakrishna Goyal — Managing Director
- Mrs. Pratibha Goyal — Non-Executive Director
- Mr. Mayank Goyal — Chief Financial Officer
- Mrs. Daya D Savani — Company Secretary & Compliance Officer

Changes in Key Managerial Personnel till the date of this Report

The following changes in the KMP, including Whole-Time Directors of your Company pursuant to Section 2(51) of the Act, took place as on the date of this Report:

- Mr. Jitendra Gupta resigned as Company Secretary & Compliance Officer of the Company with effect from December 30, 2025.
- Mrs. Daya D Savani was appointed as Compliance Officer with effect from February 10, 2026, and was re-designated as Company Secretary & Compliance Officer.

RBI REGULATIONS

The Company has complied with the applicable regulations of the RBI as on March 31, 2026.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As on March 31, 2026, the CSR Committee comprised the following Directors: Mr. Dayakrishna Goyal — Chairman, and Mrs. Pratibha Goyal and Mr. Satish Gupta as members. The CSR Report for the Financial Year 2025-26 is annexed to this Report as Annexure II. The CSR Policy is uploaded on the Company's website at https://upsurgeinvestment.com/uploads/CSR-Policy.pdf.

ANNUAL RETURN

In accordance with the provisions of Section 92(3) of the Act, the Annual Return of the Company has been hosted on the Company's website at https://upsurgeinvestment.com/.

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

The particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as follows:

- **Conservation of Energy:** The operations of the Company are not energy intensive. Nevertheless, the Company continues to take appropriate measures for the optimum utilisation and conservation of energy.
- **Technology Absorption:** Considering the nature of the Company's activities, no significant expenditure has been incurred on technology absorption or research and development during the year.
- **Foreign Exchange Earnings and Outgo:** Foreign Exchange Earnings: Nil; Foreign Exchange Outgo: Nil.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS IN SECURITIES

Loans made, guarantees given or security provided in the ordinary course of business by a Non-Banking Financial Company registered with the Reserve Bank of India are exempt from the

applicability of the provisions of Section 186 of the Act. As such, the particulars of loans and guarantees have not been disclosed in this Report. During the year under review, the Company invested surplus funds in various securities in the ordinary course of business. For details of these investments, refer to Note 7 of the financial statements forming part of the Annual Report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis. Hence, no disclosure in Form AOC-2 is necessary and the same does not form part of this Report. For details of the transactions with related party(ies) entered into in the ordinary course of business on an arm's length basis, refer to Note 44 to the financial statements.

There are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. None of the Directors has any pecuniary relationship or transaction vis-à-vis the Company, save and except remuneration to the Managing Director and apart from transactions in the ordinary course of business and on an arm's length basis, at par with any member of the general public. The Company did not advance any loans to any of its Directors.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company's Whistle Blower Policy provides a mechanism under which an employee/director of the Company may report unethical behaviour, suspected or actual fraud, or violation of the Code of Conduct and personnel policies of the Company. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behaviour. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website at https://upsurgeinvestment.com/uploads/Whistle-Blower-Policy.pdf.

RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL SYSTEMS

The Company's Risk Management Policy provides a structured approach for identifying, assessing, mitigating and monitoring risks across all functions and operations.

The Company's well-defined organisational structure, documented policy guidelines, defined authority matrix and internal financial controls ensure operational effectiveness, reliability of financial data and compliance with applicable laws, regulations and the Company's policies.

The financial control framework includes internal controls, delegation of authority procedures, segregation of duties, system access controls, and document filing and storage procedures. The Internal Auditor ensures the continued effectiveness of the Company's internal control system. The Audit Committee reviews internal financial control reports prepared by the Internal Auditor. The Company has framed a risk-based internal audit policy as part of its oversight function. The objective of the risk-based internal audit review is to identify the key activities and controls in the business processes, review the effectiveness of business processes and controls, assess the operating effectiveness of internal controls, and provide recommendations for business process and internal control improvement.

The Internal Auditor continuously monitors the effectiveness of the internal control framework and submits reports to the Audit Committee, which reviews these reports and provides guidance

for further strengthening of controls. This layered approach ensures that risks are proactively managed and that the Company maintains high standards of governance, operational efficiency and financial discipline.

COMPOSITION OF THE AUDIT COMMITTEE

As on March 31, 2026, the Audit Committee comprised Mr. Satish Gupta — Chairman (Independent Director), Mr. Vivek Jain (Independent Director) and Mr. Dayakrishna Goyal.

The composition of the Audit Committee is in compliance with the minimum requirement prescribed under the Act, the Listing Regulations and the Reserve Bank of India (Non-Banking Financial Companies — Governance) Directions, 2025, of having a minimum of two-thirds independent directors, including the chairperson. All members of the Committee are non-executive directors with financial literacy, and the Committee collectively possesses accounting and financial management expertise in terms of the Listing Regulations, thereby ensuring effective oversight of the Company's financial reporting and internal control processes.

During the year under review, all recommendations made by the Audit Committee were accepted and approved by the Board. For the brief terms of reference of the Committee, please refer to the Report on Corporate Governance.

REPORTING OF FRAUD

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

MATERIAL CHANGES AND COMMITMENTS

There were no other material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year of the Company and the date of this Report.

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

The Company has a policy for the prevention of sexual harassment of women at the workplace. An Internal Complaints Committee has been duly constituted in line with the POSH Act to address complaints in the nature of sexual harassment. Appropriate reporting mechanisms are in place, ensuring protection against sexual harassment and upholding the right to work with dignity.

The following is a summary of sexual harassment complaint(s) received and disposed of during the Financial Year 2025-26, pursuant to the POSH Act and the Rules framed thereunder:

- Number of complaint(s) of sexual harassment received during F.Y. 2025-26: Nil
- Number of complaint(s) disposed of during F.Y. 2025-26: Nil
- Number of cases pending for more than 90 days: Nil
- Number of cases pending as on March 31, 2026: Nil

HUMAN RESOURCE MANAGEMENT & INDUSTRIAL RELATIONS

The Company's people are central to how it underwrites, lends and serves its clients, and it invests in their capability, health and safety accordingly. A structured performance management

process rewards merit, encourages initiative and keeps individual objectives aligned with the Company's standards of conduct.

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

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company transferred an amount of ₹2,02,491, being the unpaid dividend relating to the Financial Year 2017-18, to the Investor Education and Protection Fund (IEPF) during the Financial Year 2025-26.

Further, the corresponding 1,66,589 equity shares in respect of which dividend had remained unclaimed for a period of seven consecutive years were also transferred to the demat account of the Investor Education and Protection Fund Authority, in accordance with the applicable provisions of the Companies Act, 2013 and the IEPF Rules.

Shareholders whose unpaid dividend and corresponding shares have been transferred to the IEPF may claim the same from the IEPF Authority by submitting an application in Form IEPF-5 in the prescribed manner.

OTHER DISCLOSURES

- There were no significant and material orders passed by the regulators or courts or tribunals during the year impacting the going concern status and the Company's operations in future.
- There was no change in the nature of business of the Company.
- Disclosure regarding details relating to deposits covered under Chapter V of the Act is not applicable, since the Company is a Non-Banking Financial Company regulated by the Reserve Bank of India and has not accepted any deposits.
- The Company has obtained a certificate from the Statutory Auditor certifying that the Company has complied with the requirements of Regulation 9 of the Master Direction — Foreign Investment in India, with regard to downstream investments.
- The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings, General Meetings and Dividend.
- There were neither any applications filed by or against the Company, nor any proceedings pending, under the Insolvency and Bankruptcy Code, 2016 during the year under review.
- During the year under review, there was no instance of one-time settlement with Banks or Financial Institutions. Hence, the reasons for difference in valuation at the time of one-time settlement and valuation done while taking a loan from Banks or Financial Institutions are not reported, as per Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014.
- The Company has not defaulted in the repayment of loans from banks and financial institutions. There were no delays or defaults in payment of interest/principal on any of its debt securities.
- The provisions of Section 148 of the Act relating to the maintenance of cost records and cost audit are not applicable to the Company.

- The Company has completed all corporate actions within the specified time limits.
- The equity shares of the Company were not suspended from trading during the year on account of corporate actions or otherwise.
- Disclosures pursuant to the Reserve Bank of India (Non-Banking Financial Companies — Financial Statements: Presentation and Disclosures) Directions, 2025, unless provided in the Directors' Report, form part of the notes to the standalone financial statements and the Report on Corporate Governance.

DETAILS OF SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES

The Company does not have any subsidiary or associate company and has not entered into a joint venture with any other company during the financial year ended 31st March 2026. Accordingly, a statement under the provisions of Section 129(3) of the Companies Act, 2013, containing the salient features of the financial statements of the Company's subsidiary(ies) in Form AOC-1, is not enclosed.

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 the 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 the provisions of Rules 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 the SEBI Listing Regulations, and that none of the employees listed in the said Annexure is related to any Director of the Company.

AUDITORS

Statutory Auditors

M/s Jain & Trivedi, Chartered Accountants (Firm Registration No. 113496W), Statutory Auditors of the Company, have audited the Financial Statements of the Company for the financial year ended 31st March 2026.

M/s Jain & Trivedi, Chartered Accountants (Firm Registration No. 113496W) has been appointed as the Statutory Auditor of the Company to hold office for a period of five consecutive years from the conclusion of the 28th AGM of the Company held in the year 2022-23 till the conclusion of the 33rd AGM to be held in the year 2027-2028.

The Auditors' Report on the Financial Statements for the year under review does not contain any qualification, reservation, adverse remark or disclaimer. The notes forming part of the financial statements referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134(3)(f) of the Companies Act, 2013.

Secretarial Auditors

The Members of the Company at the 31st Annual General Meeting held on September 30, 2025 appointed M/s Mukesh Purohit & Co., Practicing Company Secretaries (COP Number: 25204; Peer Review No.: 5705/2024) as Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025 until March 31, 2030, to conduct the Secretarial Audit for a term of five consecutive financial years, pursuant to the amended Regulation 24A of the Listing Regulations and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Auditor has confirmed that they are not disqualified from continuing as Secretarial Auditor and are eligible to hold office as Secretarial Auditor of your Company.

Pursuant to the provisions of Section 204(1) of the Act, the Secretarial Audit Report for the Financial Year 2025-26 issued by the Secretarial Auditor is annexed to this Report as Annexure III. The Report does not contain any qualification, reservation or adverse remark.

CORPORATE GOVERNANCE

Pursuant to Schedule V of the Listing Regulations, the following Reports/Certificates form part of the Annual Report:

- the Report on Corporate Governance;
- the Certificate duly signed by the Managing Director & CFO on the Financial Statements of the Company for the year ended March 31, 2026, as submitted to the Board of Directors at its meeting held on May 26, 2026;
- the declaration by the Managing Director regarding compliance by the Board members and senior management personnel with the Company's Code of Conduct; and
- the Management Discussion & Analysis Report.

The Certificate of Non-Disqualification of Directors from M/s Mukesh Purohit & Co., Practicing Company Secretaries, forms part of the Report on Corporate Governance as Annexure III thereto. The Certificate from M/s Jain & Trivedi, Chartered Accountants (Firm Registration No. 113496W), confirming compliance with the conditions of Corporate Governance, forms part of the Report on Corporate Governance as Annexure IV thereto.

ANNEXURES TO THIS REPORT

- **Annexure I** — Particulars of Employees under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- **Annexure II** — Annual Report on Corporate Social Responsibility Initiatives
- **Annexure III** — Secretarial Audit Report in Form MR-3, together with Annexure A thereto

The MD/CFO certification, the declaration on compliance with the Code of Conduct, the Certificate of Non-Disqualification of Directors and the Certificate on compliance with the conditions of Corporate Governance are annexed to the Report on Corporate Governance as Annexures I to IV thereto.

ACKNOWLEDGEMENT

The Directors express their sincere gratitude to the RBI, SEBI, BSE Limited, the National Stock Exchange of India Limited, the Ministry of Finance, the Ministry of Corporate Affairs, the 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 the trust reposed by them in the Company. The Directors sincerely appreciate the commitment displayed by the employees of the Company across all levels, in exhibiting outstanding performance during such challenging times.

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

Sd/-	Sd/-
Dayakrishna Goyal	**Pratibha Goyal**
Managing Director	Director
DIN: 00398539	DIN: 00399056

Mumbai, dated 01st September, 2026

ANNEXURE I — PARTICULARS OF EMPLOYEES

Disclosure in the Board's Report as per the provisions of 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 the median remuneration of employees for the financial year	Chairman & Managing Director — 7.84:1
2	Percentage increase in remuneration of each Director, CFO, CEO, Company Secretary or Manager, if any, in the financial year	Mr. Dayakrishna Goyal (Managing Director) — Nil Mr. Mayank Goyal (CFO) — 20% Mr. Jitendra Gupta (Company Secretary, till Dec 2025) — Nil Mrs. Daya Dhavalbhai Savani (Company Secretary, from Feb 2026) — Nil
3	Percentage increase in the median remuneration of employees in the financial year	7.07%
4	Number of permanent employees on the rolls of the Company	5
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year, and its comparison with the percentile increase in the managerial remuneration and justification thereof, and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in the salaries of employees was 7.68%, and the average increase in the managerial remuneration during the last financial year was 4.67%.
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 01st September, 2026

ANNEXURE II — ANNUAL REPORT ON CSR INITIATIVES

1. Brief outline of the CSR Policy of the Company

The CSR Policy of the Company is in line with the Company's principles of sustainability and balance. The CSR initiatives of the Company are focused on providing quality education, health care and women empowerment, promoting sports, and improving the overall well-being of people.

2. Composition of the CSR Committee

S. No.	Name of Director	Designation	Meetings of the CSR Committee held during the year	Meetings of the CSR Committee attended during the year
1.	Mr. Dayakrishna Goyal	Managing Director — Chairman	1	1
2.	Mrs. Pratibha Goyal	Non-Executive Director — Member	1	1
3.	Mr. Satish Gupta	Independent Director — Member	1	1

3. Web link where the composition of the CSR Committee and the CSR Policy approved by the Board are disclosed on the website of the Company

https://upsurgeinvestment.com/investors/

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable

Not applicable.

5. CSR obligation for the financial year

- (a) Average net profit of the Company as per Section 135(5): Rs. 8,51,48,413/-
- (b) Two percent of the average net profit of the Company as per Section 135(5): Rs. 17,02,968/-
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- (d) Amount required to be set off for the financial year, if any: NIL
- (e) Total CSR obligation for the financial year (b+c-d): Rs. 17,02,968/-

6. CSR amount spent for the financial year

- (a) Amount spent on CSR projects (both ongoing projects and other than ongoing projects): NIL
- (b) Amount spent in administrative overheads: NIL
- (c) Amount spent on impact assessment: NA
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 10,00,000/-

(e) CSR amount spent or unspent for the financial year

Total amount spent for the FY (Amount in Rs.)	Total amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)	
	Amount	Date of transfer	Amount	Date of transfer
10,00,000/-	NIL	NA	NIL	NA

(f) Excess amount for set-off, if any

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	17,02,968/-
(ii)	Total amount spent for the Financial Year	10,00,000/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	8,14,193/-
(v)	Amount available for set-off in succeeding Financial Years [(iii)-(iv)]	1,11,225/-

7. Other disclosures

- Details of unspent Corporate Social Responsibility amount for the preceding three Financial Years: NIL
- Whether any capital assets have been created or acquired through the Corporate Social Responsibility amount spent in the Financial Year: No
- If yes, the number of capital assets created/acquired: Nil
- Details relating to such asset(s) so created or acquired through the Corporate Social Responsibility amount spent in the Financial Year: Not applicable
- Reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5): NA

Dayakrishna Goyal
Chairperson of the CSR Committee
(DIN: 00398539)

Pratibha Goyal
Director
(DIN: 00399056)

Place: Mumbai
Dated: 01st September, 2026

03



SECTION THREE

Report on Corporate Governance

Board composition, committees, remuneration, shareholder information and the certificates required under the Listing Regulations.

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Report on Corporate Governance

For the financial year ended 31st March, 2026

BOARD OF DIRECTORS

The Company has put in place an internal governance structure. The Board of Directors of the Company consists of experienced professionals. The day-to-day management of the affairs of the Company is entrusted to the leadership team of senior management personnel, who receive guidance from the Managing Director & Chief Financial Officer. They function under the overall supervision, direction and control of the Board of Directors ("the Board") of the Company. The Board meets regularly to discuss, review, decide and approve business/financial matters, review policies and formulate new policies, set goals, appraise performance against those goals, and oversee risk-management control functions, etc.

The Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence, and disclosures confirming that there are no material financial and/or commercial transactions between the Independent Directors and the Company which could have a potential conflict of interest with the Company at large.

BOARD MEETINGS AND PROCEDURES

The notes on Agenda setting out the business to be transacted at the Board Meetings were sent to each Director at least seven days before the date of the Board Meeting, except for meetings convened at a shorter notice to transact urgent business matters. The financial results were tabled at the Board Meetings. The Board reviewed and approved the quarterly/half-yearly unaudited financial results, the audited annual financial results, financial statements and business plans. The Management submitted to the Board updates on the status of implementation of important matters reviewed at previous Board Meetings. During the Financial Year 2025-26, 8 (Eight) Board Meetings were held, on 27th May, 2025, 30th July, 2025, 12th August, 2025, 24th October, 2025, 11th November, 2025, 01st January, 2026, 10th February, 2026 and 23rd February, 2026.

The maximum gap between any two consecutive meetings was not more than one hundred and twenty days. None of the Independent Directors of the Company served as an Independent Director in more than seven listed entities as of March 31, 2026, pursuant to the proviso under Regulation 17A(1) of the Listing Regulations and the Companies Act, 2013. As per Regulation 26 of the Listing Regulations, none of the Directors is a member of more than ten Committees or acting as Chairperson of more than five Committees across all the Indian public limited companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The names and categories of Directors, their attendance at Board Meetings held during the Financial Year 2025-26 and at the last Annual General Meeting (AGM), the number of Memberships/Chairmanships of Directors in other Boards and Committees, the category of directorship and the names of listed entities where the person is a director, are as follows:

COMPOSITION AND CATEGORY OF DIRECTORS

The Company's policy is to maintain an optimum combination of Executive and Non-Executive/Independent Directors. The composition of the Board is given in the table below and is in conformity with Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements.

Name of the Director	Board meetings attended	Attended last AGM	Other director-ships	Member-ships in other com-mittees	Chairman-ships in other com-mittees	Other listed entities	Share-holding at 31.03.2026
Mr. Dayakrishna Goyal	8	Yes	—	2	1	—	18,00,000
Mrs. Pratibha Goyal	8	Yes	—	2	1	—	32,86,330
Mr. Satish Gupta	8	Yes	—	3	1	—	—
Mr. Vivek Jain	8	Yes	—	1	1	—	—

Notes: (i) In the above table, the total number of Directorships of a Director excludes his/her Directorship in the Company, Section 8 companies, private limited companies and foreign companies. (ii) The Memberships and Chairmanships of Directors in Committees include their Memberships and Chairmanships in the Company. (iii) The Board comprises a combination of Independent, Non-Executive and Executive Directors. Mr. Dayakrishna Goyal is the spouse of Mrs. Pratibha Goyal and vice versa. None of the Directors, except as mentioned above, has any relationship with any other Director.

The Directors take an active part in the Board and Committee Meetings and provide valuable guidance to the senior management on various aspects of business and governance. The Directors possess the necessary experience, skills/expertise/competence and ability relevant to the Company's business and affairs, which enhances the quality of policy decisions. The following table gives details of the skills/expertise/competence identified by the Board of Directors and currently available with the Board, pursuant to Regulation 34(3) read with Schedule V Para (C)(2)(h) of the Listing Regulations:

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 growth areas for expanding the business in India, and advising on business risks and environment
Mr. Satish Gupta	Genuine interest, integrity, curiosity and courage
Mr. Vivek Jain	Genuine interest, integrity, curiosity and courage

Pursuant to Para (C)(2)(i) of Schedule V read with Regulation 34(3) of the Listing Regulations, in the opinion of the Board, the Independent Directors fulfil the conditions as specified in the Listing Regulations and are independent of the management. No Independent Director of the Company resigned during the Financial Year before the expiry of their tenure.

MEETING OF INDEPENDENT DIRECTORS

The Independent Directors held a meeting on February 10, 2026 without the presence of the Non-Independent Directors and members of Senior Management. The Independent Directors reviewed the performance of the Non-Independent Directors, the performance of the Board as a whole and

the performance of the Chairman. They evaluated the functioning of the Board, the frequency of meetings of the Board and Committees of Directors, the level of participation of Directors at the Board and Committee meetings, independence of judgment, performance of duties and obligations by Directors, and the implementation of good corporate governance. The Independent Directors assessed the quality, quantity and timeliness of the flow of information between the Management of the Company and the Board. The Independent Directors were satisfied with the overall functioning of the Board, its various Committees, the Non-Independent Directors and the Chairman.

FAMILIARISATION PROGRAMME

Pursuant to Regulation 25(7) of the Listing Regulations, the Company has put in place a system to familiarise its Independent Directors with the Company, its financial products, industry updates, the business model of the Company, etc. The familiarisation commences from the stage of induction of the Independent Director. The letter of appointment issued, and the other documents and information shared with a new Independent Director, include details about their role, rights, responsibilities, duties and liabilities under the Companies Act, 2013, the Listing Regulations, RBI directions, etc.

During the Financial Year 2025-26, the Independent Directors were updated from time to time, on a continuous basis, on significant changes in the regulations, including those pertaining to RBI Circulars/Directions, amendments by SEBI in relation to the provisions of Related Party Transactions, material events and various disclosures under the Listing Regulations, duplicate share certificates, etc.

The Independent Directors interact with Senior Management during the Board and Committee meetings and familiarisation programmes. The Independent Directors get familiarised with the workings of the Company during the deliberations and discussions on the policies of the Company.

POLICY FOR PROHIBITION OF INSIDER TRADING

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), as amended, the Company has adopted the Prohibition of Insider Trading Code and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. In accordance with the Code, designated persons and their immediate relatives shall obtain pre-clearance approval from the Compliance Officer before trading in securities of the Company, if the transaction exceeds the prescribed threshold limit. Pursuant to the provisions of Regulations 3(5) and 3(6) of the PIT Regulations, the Company has a Structured Digital Database (SDD) in place, maintained as stipulated by the PIT Regulations.

COMMITTEES OF DIRECTORS

The constitution and terms of reference of the Committees of the Board are mentioned below. The terms of reference of the Committees are reviewed and updated from time to time depending upon business needs. The Board reviewed the terms of reference of the various Committees, in line with the requirements of applicable laws and to facilitate ease of doing business, and amended the terms of reference of the Committees, as applicable, during the Financial Year. The minutes of the Committee meetings were placed before the Board Meetings.

AUDIT COMMITTEE

The Audit Committee of the Company was constituted in line with the provisions of Section 177 of the Companies Act, 2013 ('the Act') and Regulation 18 read with Part C of Schedule II of the Listing Regulations. All the members of the Committee have wide experience in the finance, accounts, regulatory and financial services industry.

Terms of reference

The terms of reference of the Audit Committee include the following:

- Overseeing the financial reporting process;
- To ensure proper disclosure in the quarterly, half-yearly and annual financial statements; to recommend the appointment and re-appointment of auditors, the fixing of their remuneration and the approval of payment to auditors for any other services rendered by them;
- Reviewing, with the management, the financial statements before submission to the Board;
- Reviewing the adequacy of the internal audit function;
- Reviewing the findings of any internal examinations by the internal auditors into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature, and reporting the matter to the Board;
- Discussing with the statutory auditors, before the audit commences, the nature and scope of the audit, as well as holding post-audit discussions to ascertain any areas of concern;
- To discuss with the management, the senior internal audit executives and the auditor(s) the Company's major risk exposures, guidelines and policies;
- To review the functioning of the Whistle Blower Mechanism;
- Approval of the appointment of the CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, background, etc. of the candidate;
- To review and monitor the Auditor's independence and performance, and the effectiveness of the audit process;
- Approval, or any subsequent modification, of transactions of the Company with related parties, and granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm's length basis, and reviewing and approving such transactions;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever necessary;
- To carry out any other function as is mentioned in the terms of reference of the Audit Committee.

The Company has a qualified Chartered Accountant as an Internal Auditor, who is responsible for conducting an independent internal audit. The Internal Auditor reports directly to the Audit Committee of the Board.

During the year under review, four meetings were held, on May 27, 2025, August 12, 2025, November 11, 2025 and February 10, 2026. The gap between any two consecutive meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings.

Sr. No.	Name	Status	No. of meetings held during the year	Meetings attended
1.	Mr. Satish Gupta	Chairperson	4	4
2.	Mr. Vivek Jain	Member	4	4
3.	Mr. Dayakrishna Goyal	Member	4	4

The Company Secretary and Chief Compliance Officer acts as the Secretary to the Audit Committee. The Internal Auditor, the Managing Director & CFO and other persons attend the meetings on invitation.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) was constituted by the Board as per the requirements of the provisions of Section 178 of the Act and Regulation 19 read with Para A of Part D of Schedule II of the Listing Regulations.

Terms of reference

The terms of reference of the NRC include the following:

- To oversee the framing, review and implementation of the Remuneration/Compensation Policy of the Company, approved by the Board;
- Formulation of the criteria for determining the qualifications, positive attributes and independence of a Director, and recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Committee shall ensure that: (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and Key Managerial Personnel of the quality required to run the Company successfully; and (b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee, and recommend to the Board their appointment and removal;
- The Committee shall formulate the criteria and specify the manner for effective evaluation of the performance of the Board, its Committees and individual Directors (Independent and Non-Independent Directors), to be carried out either by the Board or by the Nomination and Remuneration Committee, and review its implementation and compliance;
- To determine whether to extend or continue the term of appointment of an Independent Director on the basis of the report of their performance evaluation. The tenure of extension or continuity of an Independent Director shall be computed as per the provisions of sub-sections (10) and (11) of Section 149 of the Companies Act, 2013 read with the Explanation thereto, and Regulation 16(1)(b) of the Listing Regulations;
- To recommend to the Board all remuneration, in whatever form, payable to Senior Management Personnel;
- Devising a policy on Board diversity;
- For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and, on the basis of such evaluation, prepare a

description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may: (a) use the services of external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates;

- Formulation of a Succession Policy and Succession Plan for the Executive Vice Chairman, Managing Director and CEO, Key Managerial Personnel and Senior Management Personnel;
- To ensure the 'fit and proper' status of proposed directors, and that there is no conflict of interest in the appointment of directors on the Board of the Company, Key Managerial Personnel and Senior Management Personnel.

During the year, the Nomination and Remuneration Committee met once, on February 10, 2026. The necessary quorum was present at the meeting.

Sr. No.	Name	Status	No. of meetings held during the year	Meetings attended
1.	Mr. Vivek Jain	Chairperson	1	1
2.	Mr. Satish Gupta	Member	1	1
3.	Mrs. Pratibha Goyal	Member	1	1

CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The criteria and manner for evaluation of the performance of Independent Directors provide certain parameters, such as quality; commitment to the Company's vision; level of participation at Board/Committee Meetings; level of engagement and contribution; independence of judgment; understanding of the duties, responsibilities, qualifications, disqualifications and liabilities of an Independent Director; up-to-date knowledge/information pertaining to the business the Company is engaged in; implementation of good corporate governance practices; enhancing long-term Shareholders' value; professional approach; openness to ideas; providing guidance and counsel to senior management in strategic matters; rendering independent and unbiased opinions at meetings; and monitoring the Company's internal controls and reviewing compliance reports on applicable laws, regulations and guidelines.

The Board completed the performance evaluation of the Directors as per the requirements of law and made a few observations. The Independent Directors fulfilled the requirements of independence as laid down in the Act and the Listing Regulations, and are independent of the management.

REMUNERATION OF DIRECTORS

The Company currently does not pay any commission or sitting fees to the Non-Executive Directors or the Independent Directors. The Company currently has no stock option plans for any of its Directors, and hence stock options do 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, and no severance fee is payable on termination of employment.

The Company benefits from the expertise, advice and inputs provided by the Independent Directors. The Independent Directors devote their valuable time to deliberating on strategic and critical issues in the course of the Board and Committee meetings of the Company, and give their valuable advice, suggestions and guidance to the management of the Company from time to time.

The remuneration of the Managing Director is recommended by the NRC to the Board, within the overall limits approved by the Shareholders of the Company. The remuneration of the Managing Director comprises Fixed Pay, which includes salary, perquisites, allowances and other benefits, and Performance-linked Variable Pay, consisting of cash and share-linked instrument(s).

The NRC, while deciding the basis for determining the remuneration of the Managing Director, takes into consideration the Company's performance and the individual's performance based on pre-defined key performance indicators. The performance is evaluated on an annual basis at the end of the Financial Year.

DETAILS OF REMUNERATION PAID TO THE DIRECTORS DURING THE FINANCIAL YEAR 2025-26

Name	Mr. Dayakrishna Goyal
Designation	Managing Director
All elements of the remuneration package, inclusive of salary, perquisites, commission, etc.	Rs. 24 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 (Amount in Rs.)

	Mayank Goyal CFO	Jitendra Gupta CS (up to 31st December 2025)	Daya Dhavalbhai Savani CS (w.e.f. 12th Feb 2026)
Gross Salary	18,00,000	3,60,000	67,143
(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	—	—	—
(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	—	—	—
Stock Option	—	—	—
Sweat Equity	—	—	—
Commission	—	—	—
Others — Bonus	1,25,000	—	—

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted in line with the provisions of Section 178(5) of the Companies Act, 2013, and Regulation 20 and Para B of Part D of Schedule II of the Listing Regulations. The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending to and redressal of the grievances of the security holders of the Company.

Terms of reference

The terms of reference of the Stakeholders Relationship Committee include the following:

- To oversee and review the redressal of shareholder and investor grievances on matters relating to the transfer/transmission of securities, non-receipt of annual reports, and non-receipt of declared dividends/interests;
- To oversee demat conversion requests of securities in the Depository system issued in lieu of original share certificate(s) reported lost, defaced or destroyed, as per the laid-down procedure, and to resolve the grievances of security holders/claimant(s) of the Company;
- Attending to complaints of security holders routed through SEBI (SCORES)/SMART ODR Portal/Stock Exchanges/RBI or any other Regulatory Authorities;
- Taking decisions on the waiver of the requirement of obtaining a Succession Certificate/Probate of Will on a case-to-case basis, within the parameters set out by the Board of Directors;
- To monitor the transfer of amounts/shares transferable to the Investor Education and Protection Fund;
- Review of the measures taken for the effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar to an Issue and Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring the timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- To resolve grievances of debenture holders related to the creation of charge, payment of interest/principal, maintenance of security cover and any other covenants;
- Review of Investor Grievance Redressal reports on a periodic basis, pertaining to grievances/complaints received by the Company; and
- Such other matters as may be assigned by the Board of Directors, or prescribed under any of the notifications, circulars or guidelines issued by the Securities and Exchange Board of India, or as otherwise directed by them from time to time, that can facilitate better stakeholder services and relations.

The Stakeholders Relationship Committee held three (3) meetings during the Financial Year 2025-26, on 27th May 2025, 24th October 2025 and 10th February 2026.

Composition of the Stakeholders Relationship Committee

Sr. No.	Name	Status	No. of meetings held during the tenure	Meetings attended
1.	Mrs. Pratibha Goyal	Chairperson	3	3
2.	Mr. Dayakrishna Goyal	Member	3	3
3.	Mr. Satish Gupta	Member	3	3

Mrs. Daya Dhavalbhai Savani, Company Secretary, also acts as the Chief Compliance Officer and Nodal Officer of the Company. The status of security holders' grievances is monitored by the Committee periodically, and the minutes of the Committee are made available to the Board.

Particulars	No. of Complaints
Investor complaints pending at the beginning of the year	0
Investor complaints received during the year	1
Investor complaints disposed of during the year	1
Investor complaints remaining unresolved at the end of the year	0

There were no requests for share transfer/transmission/deletion of names, etc. pending as on 31st March 2026, and all such requests were processed and delivered within the prescribed time of lodgment with the Company. All complaints were attended to and resolved within the stipulated period (21 days) of receipt of the complaint.

Monitoring of Investor Grievances

The Company and its RTA regularly monitor investor complaints reported on the BSE Listing portal, the SEBI Complaints Redress System (SCORES) portal and the Online Dispute Resolution (ODR) portal, and take steps to track and redress investor complaints and disputes in a speedy manner.

An investor shall first approach the Company/RTA with their grievances. If the investor is not satisfied with the response of the Company/RTA, or if the Company/RTA is not able to resolve the grievance within the stipulated period, the investor may file their grievance with SEBI through SCORES. The SEBI Complaints Redress System (SCORES) administers a centralised web-based complaints redress system. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES within the stipulated period of receipt of the complaint.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee was constituted in line with the provisions of Section 135 of the Act and the Rules made thereunder, as amended.

Terms of reference

The terms of reference of the CSR Committee include the following:

- Formulating and recommending to the Board of Directors the CSR Policy and monitoring the same from time to time;
- To review and evaluate the sustainability agenda, suggest modifications, and discuss and recommend an action plan to take the CSR activities forward; and
- To monitor the amount spent on CSR activities by the Company, as well as ensure that the Company spends at least the minimum sum as may be prescribed from time to time pursuant to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, or such higher sum as may be decided by the Board of Directors of the Company.

During the year under review, one Committee meeting was held, on 24th October 2025. The necessary quorum was present at the meeting.

Sr. No.	Name	Status	No. of meetings held during the tenure	Meetings attended
1.	Mr. Dayakrishna Goyal	Chairman	1	1
2.	Mrs. Pratibha Goyal	Member	1	1
3.	Mr. Satish Gupta	Member	1	1

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 operates at various levels across the Company.

GENERAL BODY MEETINGS

Financial Year	Day & Date of the Meeting	No. of Special Resolution(s) passed	Special Resolutions passed
2022-23	The Company conducted the AGM on 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
2023-24	The Company conducted the EGM on Wednesday, 14th August, 2024 at 1.00 P.M. through Video Conferencing/Other Audio-Visual Means (VC/OAVM)	2	Increase in the Authorized Share Capital of the Company and consequent alteration in the Capital Clause of the Memorandum of Association of the Company; Issue of 49,19,000 Equity Shares and 33,00,000 Convertible Warrants on a preferential basis
2023-24	The Company conducted the AGM on Monday, 30th September, 2024 at 1.00 P.M. through Video Conferencing/Other Audio-Visual Means (VC/OAVM)	2	Appointment of Mr. Satish Gupta as an Independent Non-Executive Director; Appointment of Mr. Vivek Jain as an Independent Non-Executive Director
2024-25	The Company conducted the AGM on Monday, 30th September, 2025 at 1.00 P.M. through Video Conferencing/Other Audio-Visual Means (VC/OAVM)	NIL	NIL

During the financial year under review, no special resolution was passed through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting requires the passing of a resolution through Postal Ballot.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 and the Rules thereunder, read with Regulation 24A of the Listing Regulations, M/s Mukesh Purohit & Company, Practicing Company Secretaries, was appointed as the Secretarial Auditor of the Company, vide the Ordinary Resolution passed by the Shareholders of the Company at the 31st AGM held on September 30, 2025, to conduct the Secretarial Audit for a term of 5 consecutive Financial Years, from the year ending March 31, 2026 to the year ending March 31, 2030.

SHARE CAPITAL

As on March 31, 2026, the Authorised Capital of the Company consists of 2,37,50,000 equity shares of face value of Rs. 10/- each. The Issued, Subscribed and Paid-Up Equity Share Capital of the Company is Rs. 21,92,14,000/-, consisting of 2,19,21,400 equity shares of face value of Rs. 10/- each fully paid-up. For further details, please refer to the relevant section in the Board's Report.

RECONCILIATION OF SHARE CAPITAL AUDIT

As required under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, read with SEBI Circular No. CIR/MRD/DP/30/2010 dated September 06, 2010, a qualified Practicing Chartered Accountant carries out the Share Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), and the total issued and listed equity capital. This audit is carried out every quarter, and the Reconciliation of Share Capital Audit Report thereon is submitted to the Stock Exchanges and to the Board of Directors.

CERTIFICATION BY THE MANAGING DIRECTOR AND THE CHIEF FINANCIAL OFFICER

In terms of the Listing Regulations, the certification by the Managing Director and the Chief Financial Officer is annexed to this Corporate Governance Report.

MEANS OF COMMUNICATION

The Company regularly interacts through multiple channels of communication to keep its Shareholders and stakeholders informed of the financial performance, events and updates. The Board recognises the importance of two-way communication with Shareholders, gives a report of financial results and progress, and responds to questions and issues raised in a timely and consistent manner. The Company follows a robust process of communicating with its investors. The unaudited quarterly and half-yearly financial results and the audited annual financial results of the Company are published in English (Business Standard) and in Mumbai Mitra (a Marathi daily newspaper), and are also available on the Company's website (https://upsurgeinvestment.com/) and on the website of BSE Limited (www.bseindia.com). The Company sends various communications, through email, letters, etc., to those shareholders who have not updated their KYC or have not claimed their dividends, requesting them to update their KYC details with the Company/RTA/Depository Participants, to ascertain the position of unclaimed dividend amounts from the Company's website at upsurgeinvestment.com/investors/investor-information from time to time, and to claim the dividend amounts, if any, from the Company/RTA.

The aforesaid financial results are disseminated to the Stock Exchanges within thirty minutes of the conclusion of the meetings of the Board. The Company does online filing with BSE Limited (BSE) through the web-based application BSE Listing Centre.

The Company discloses to the Stock Exchanges all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations, including material information having a bearing on the performance/operations of the Company or other price-sensitive information.

Pursuant to the Listing Regulations and various Circulars issued by SEBI, the Company has taken various initiatives to help Shareholders convert their shares held in physical form into demat mode, such as calls, emails and letters. Further, the Company has also reached out to

Shareholders by visiting the addresses registered with the Company/RTA, with the help of various branches of the Company.

The Company sends several reminders to its Shareholders to claim their dividends and to update their Permanent Account Number (PAN), bank account details, signatures, nominations, registration of email addresses and other important details that may affect their shareholding. Investors can claim their shares/dividends/interest/redemption amounts transferred to the Investor Education and Protection Fund (IEPF) by following the prescribed procedure under the IEPF Rules. The investor/claimant must make an online application to the IEPF Authority in e-Form No. IEPF-5 (available at www.mca.gov.in) and submit the necessary documents to the Company/RTA for processing the claims.

POLICY ON DISCLOSURE OF MATERIAL EVENTS / INFORMATION

The Board of Directors has approved a policy for determining the materiality of events, and a team comprising Senior Managerial Personnel for the purpose of determining the materiality of an event or information and making disclosures to the Stock Exchanges. For details, please refer to https://upsurgeinvestment.com/.

GENERAL SHAREHOLDER INFORMATION

32nd Annual General Meeting (32nd AGM)

a. Day and Date	Wednesday, September 30, 2026
b. Time	12:00 P.M.
c. Venue	The Company is conducting the meeting through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), pursuant to the MCA Circulars. For details, please refer to the Notice of the 32nd AGM.
d. Financial Year	FY 2025-26
e. Dividend Payment Date	The Board of Directors declared an interim dividend for the Financial Year 2025-26 of Rs. 0.50 per equity share of face value of Rs. 10/- each fully paid-up (5.00%) at its meeting held on August 12, 2025. The interim dividend was paid to the eligible Members on September 02, 2025, after deducting tax at source at the applicable rate(s).
f. Name and address of the stock exchange(s) at which the listed entity's securities are listed, and confirmation of payment of annual listing fees	BSE Limited, P J Towers, Dalal Street, Mumbai 400 001. The Company has paid the annual listing and custodian fees for the Financial Year 2025-26 to the Stock Exchange and the Depositories.
g. Stock Code — BSE Limited	531390
Demat ISIN in NSDL & CDSL	INE890B01014

No securities were suspended from trading during the Financial Year 2025-26, except on account of corporate action or otherwise.

REGISTRAR TO AN ISSUE AND SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited is the Registrar and Transfer Agent of the Company. Their complete postal address is as follows:

Unit: Upsurge Investment and Finance Ltd.
Adroit Corporate Services Private Limited
17-20, Jaferbhoy Industrial Estate,
Makwana Road, Marol Naka,
Andheri (East), Mumbai 400 059
Tel No.: 022-42270400 · Email: info@adroitcorporate.com

SHARE TRANSFER SYSTEM

The Securities Transfer Committee meets as and when required to, inter alia, consider the transmission/transposition of shares, sub-division/consolidation of folios, and direct credit of shares into the demat accounts of Shareholders in lieu of original share certificates reported as lost/stolen/misplaced by the Shareholders of the Company.

In terms of Regulation 40(1) of the Listing Regulations, as amended from time to time, the transfer, transmission and transposition of securities shall be effected only in dematerialised form. However, physical share certificate(s) sold/purchased prior to April 01, 2019 shall be registered for transfer as per the conditions specified by SEBI. Pursuant to the SEBI Master Circular dated February 06, 2026, listed companies shall issue securities in dematerialised form only when processing any service requests from Shareholders, viz. endorsement, transmission, transposition, etc.

Further, SEBI, vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, has simplified the process for the issuance and transfer of securities by dispensing with the requirement of issuing a Letter of Confirmation. With effect from April 02, 2026, shares shall be credited directly into the demat account(s) of the Shareholder(s), in lieu of the issuance of a letter of confirmation, for various investor service requests such as the issuance of duplicate securities certificates, transmission, transposition, claims from the unclaimed suspense account, corporate actions, etc.

The Committee generally meets on a periodic basis to ensure that all security holders' service requests are considered and actioned within the prescribed timelines.

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2026

Distribution range of shares	Shareholders — Number	%	No. of Shares	%
Up to 100	2,303	56.89	79,529	0.36
101 – 500	988	24.41	2,74,002	1.25
501 – 1000	254	6.27	2,01,360	0.92
1001 – 2000	162	4.00	2,40,187	1.10
2001 – 3000	78	1.93	2,00,475	0.91
3001 – 4000	35	0.86	1,25,612	0.57
4001 – 5000	40	0.99	1,86,554	0.85
5001 – 10000	71	1.75	5,29,291	2.41
10001 – 20000	34	0.84	4,74,491	2.16
20001 – 50000	40	0.99	13,34,175	6.09
50001 & above	43	1.06	1,82,75,724	83.37
Total	**4,048**	**100**	**2,19,21,400**	**100**

SHAREHOLDING PATTERN AS ON 31ST MARCH 2026

Sr. No.	Categories	No. of shares	% of Shareholding
1	Promoter and Promoter Group	1,19,60,933	54.56
2	Private Corporate Bodies	24,40,224	11.13
3	Resident Individuals	66,84,541	30.49
4	NRIs/OCBs	1,46,354	0.67
5	Mutual Funds/Banks/FIIs	0	0
6	Corporate Body — Broker	217	0.01
7	Hindu Undivided Family	5,22,542	2.38
8	Investor Education and Protection Fund (IEPF)	1,66,589	0.76
	Total	**2,19,21,400**	**100.00**

Pledge of Shares: The promoters have not pledged their shareholding in the Company as on March 31, 2026.

DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company's scrip forms part of the compulsory demat segment for all investors, effective from July 24, 2000. To facilitate easy access to the demat system for investors, the Company has signed up with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The connectivity has been established through Adroit Corporate Services Private Limited, the Company's Registrar to an Issue and Share Transfer Agent. As on March 31, 2026, a total of 2,19,21,400 equity shares, constituting 99.17% of the paid-up capital, were dematerialised. Pursuant to the Listing Regulations and various Circulars issued by SEBI, the Company, during the Financial Year 2025-26, took various initiatives to reduce the number of physical Shareholders, by sending communications through post to facilitate the conversion of

physical shareholdings into dematerialised form.

The Company has not issued any outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities: Commodity price risk: Not applicable.

Plant Location: Not applicable.

ADDRESS FOR CORRESPONDENCE

Shareholders can contact the following officials for secretarial matters of the Company:
Daya Dhavalbhai Savani, Company Secretary · cs@upsurgeinvestment.com · 022-67425441

Shareholders can contact the following officials for financial matters of the Company:
Mayank Goyal, Chief Financial Officer · mayank.mumoffice@gmail.com · 022-67425441

Following is the address for correspondence with the Company:
Upsurge Investment & Finance Ltd.
Office No. 303, Morya Landmark I,
Opp. Infinity Mall, Off New Link Road,
Andheri (West), Mumbai 400 053
Tel No.: 022-67425441 · Email ID for investor grievances: info@upsurgeinvestment.com

There is no information which is required to be disclosed under Clause 5A of Paragraph A of Part A of Schedule III of the Listing Regulations.

OTHER DISCLOSURES

- There are no materially significant Related Party Transactions (RPTs) entered into by the Company during the Financial Year 2025-26 which may have a potential conflict with the interests of the Company at large. Disclosures on transactions with related parties, as required under Indian Accounting Standard 24, have been incorporated in the Notes to the Accounts. The statement of RPTs is placed before the Audit Committee and the Board on a quarterly basis. Omnibus approval was obtained for transactions of a repetitive nature. The Policy on Materiality of RPTs and dealing with RPTs, as approved by the Board, is uploaded on the Company's website at https://upsurgeinvestment.com/investors/.
- There were no instances of breach of covenants with respect to loans availed or debt securities issued.
- There was no instance of non-compliance by the Company for which any penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI, or any statutory authority on any matter related to the capital markets during the last three years. Please refer to the Secretarial Audit/Compliance Report forming part of this Annual Report with regard to the penalty imposed on the Company during the Financial Year 2025-26 for other matters.
- The Company has adopted the Whistle Blower Policy and has established the necessary mechanism, in line with the Stock Exchanges' requirements, for employees to report concerns about unethical behaviour. No person has been denied access to the Audit Committee. The Vigil Mechanism, as per Regulation 22 of the Listing Regulations, ensures standards of professionalism, honesty, integrity and ethical behaviour. The Whistle Blower Policy/Vigil Mechanism is uploaded on the Company's website at

https://upsurgeinvestment.com/uploads/Whistle-Blower-Policy.pdf.

Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with all mandatory requirements of the Listing Regulations for the Financial Year 2025-26. Details of the discretionary requirements under Part E of Schedule II of the Listing Regulations are mentioned below:

- **Maintenance of the Chairman's office:** The Company does not maintain a separate office for the Non-Executive Chairman.
- **Shareholders' rights:** The quarterly/half-yearly/yearly financial results are published in newspapers of wide circulation and sent through email to individual Shareholders who have registered their email IDs with the Company/RTA/Depository Participants. The financial results are also available on the website of the Company, https://upsurgeinvestment.com/, and of BSE Limited (www.bseindia.com).
- **Modified opinion in the Auditors' Report:** The Auditors' Report on the financial statements of the Company for the Financial Year 2025-26 does not contain any modified audit opinion.
- **Reporting of the Internal Auditor:** The Internal Auditor functionally reports to the Audit Committee and makes detailed presentations at the quarterly Audit Committee meetings.
- The Company does not have any material non-listed Indian subsidiary company in terms of Regulation 16 of the Listing Regulations.
- The Policy on dealing with related party disclosures is uploaded on the Company's website at https://upsurgeinvestment.com/investors/.
- The disclosure of commodity price risks and commodity hedging activities: Not applicable.
- Pursuant to Schedule V Para (C) Clause (10)(i) of the Listing Regulations, the Company has obtained a certificate from M/s Mukesh Purohit & Company, Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/the Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed to this Report as Annexure III.
- In the Financial Year 2025-26, the Board accepted all recommendations of its Committees.

Fees paid to Statutory Auditors (Amount in Thousands)

The total fees incurred by the Company for services rendered by the Statutory Auditors and their affiliated entities are given below:

Particulars	F.Y. 2025-26
Audit Fees	70.80
Certification Fees	29.50
Total	**100.30**

- For the disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, please refer to the Board's Report.
- The Company has complied with all the requirements of the Corporate Governance Report as contained in Clauses C(2) to (10) of Schedule V read with Regulation 34(3) of the Listing Regulations.

- The Company has adopted a Code of Conduct ('Code') for the Board of Directors and Senior Management Personnel, as required under Regulation 17(5) of the Listing Regulations. The Board of Directors and the Senior Management Personnel have affirmed compliance with the Code. The Annual Report of the Company contains a declaration to this effect signed by the Managing Director and CFO. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is uploaded on the Company's website at https://upsurgeinvestment.com/uploads/Code-of-Conduct.pdf.
- **Disclosure by the listed entity and its subsidiaries of loans and advances in the nature of loans to firms/companies in which Directors are interested:** During the Financial Year ended March 31, 2026, there were no loans or advances provided by the Company or its subsidiaries to firms/companies in which Directors are interested.

UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT / QUALIFIED INSTITUTIONAL PLACEMENT, AS SPECIFIED UNDER REGULATION 32(7A)

On July 16, 2024, the Board of Directors of the Company approved the proposal for raising funds for the growth objectives of the Company through a Preferential Issue of 49,19,000 (Forty-Nine Lakh Nineteen Thousand) Equity Shares and 33,00,000 (Thirty-Three Lakh) Compulsorily Convertible Warrants, each at an issue price of ₹73 (Rupees Seventy-Three Only), to Promoter and Non-Promoter persons/entities, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, aggregating to ₹41,93,12,000/-.

Pursuant to the approval of the Members of the Company at the Extraordinary General Meeting held on August 14, 2024, and the In-Principle Approval granted by BSE Limited on August 14, 2024, the Company received an aggregate amount of ₹35,90,87,000/- towards the allotment of 49,19,000 Equity Shares, and ₹6,02,25,000/-, being 25% of the issue price, towards the allotment of 33,00,000 Compulsorily Convertible Warrants. Accordingly, on August 24, 2024, the Board of Directors approved the allotment of the aforesaid Equity Shares and Compulsorily Convertible Warrants to the proposed allottees.

The balance 75% of the issue price in respect of the Warrants was payable at the time of conversion into Equity Shares, within 18 months from the date of allotment of the Warrants.

During the Financial Year 2025-26, 18,50,000 Compulsorily Convertible Warrants were converted into an equivalent number of Equity Shares upon receipt of the balance consideration from the respective warrant holders. The remaining 14,50,000 Compulsorily Convertible Warrants were not exercised within the prescribed period and, accordingly, lapsed in accordance with the terms of issue and the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws. Consequently, the amount already received, being 25% of the issue price in respect of such lapsed Warrants, stood forfeited in accordance with the terms of issue.

The Company placed the Statement of Utilisation of Funds raised through the Preferential Issue before the Audit Committee on a quarterly basis and submitted the same to the Stock Exchanges, in compliance with Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company placed the details of the utilisation of funds of the Preferential Issue for the quarter ended March 31, 2026 before the Audit Committee of the Company, and the same was submitted to the Stock Exchanges as per Regulation 32 of the SEBI Listing Regulations.

The Statement of Utilisation of Funds is available on the Company's website at https://upsurgeinvestment.com/corporate-governance/.

The details of the utilisation of funds raised through the preferential issue as on March 31, 2026:

Sr. No.	Deployment of preferential issue proceeds as on March 31, 2026	Rs. in Lacs
1	Amount raised till March 31, 2026	1,012.875
2	Amount utilized till March 31, 2026 — capital expenditure, working capital, general corporate purposes	1,012.875
3	Total unutilised amount as on March 31, 2026	NIL

UNCLAIMED DIVIDEND AND SHARES TRANSFERRED TO THE IEPF AUTHORITY

Transfer of unclaimed dividend to IEPF: Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, dividends which remain unclaimed for a period of 7 (seven) years will be transferred by the Company to the IEPF established by the Central Government as and when they fall due. Members who have not encashed their dividend warrants/payment instrument(s) so far are requested to make their claim to the Company's Registered Office or to Adroit Corporate Services Pvt. Ltd., 17-20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol, Andheri (East), Mumbai 400 059, Tel: +91 22 4227 0400, before transfer to IEPF on the following respective dates:

Year ending on March 31	Dividend to be transferred to IEPF on
2022	February 09, 2029
2023	August 27, 2029
2024	September 02, 2030
2025	September 01, 2031
2026	August 31, 2032

Transfer of Equity Shares to IEPF: As per Government of India Gazette Notification No. REGD. NO. D.L.-33004/99 dated February 28, 2017, issued by the Ministry of Corporate Affairs, and pursuant to the provisions of the IEPF Rules, all shares in respect of which dividend remains unclaimed for 7 (seven) consecutive years or more will be transferred to the IEPF Authority. Accordingly, during the Financial Year 2025-26, the Company transferred 1,69,889 equity shares of face value of Rs. 10/- each, in respect of which the following dividend was not claimed for 7 (seven) consecutive years or more, as mentioned below:

Financial Year	Type of Dividend	No. of Shares Transferred to IEPF Authority	Filing Date of Form No. IEPF-4
2017-18	Final Dividend	1,69,889	February 21, 2026

ANNEXURE I — 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

1. We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended 31st March 2026, and to the best of our knowledge and belief:
   - these statements do not contain any materially untrue statement, or omit any material fact, or contain statements that might be misleading;
   - 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.
2. 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.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting; we have evaluated the effectiveness of the 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.
4. We have indicated to the Auditors and the Audit Committee that there are no:
   - significant changes in internal control over financial reporting during the year;
   - significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
   - instances of significant fraud of which we have become aware, or 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 26th May, 2026

ANNEXURE II — DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

The Board of Directors of the Company has adopted a Code of Conduct, as amended from time to time, to be followed by all Members of the Board and the Senior Management Personnel of the Company, respectively, in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, executed with the Stock Exchanges where the shares of the Company are listed.

As per Regulation 17(5) and Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, executed with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2026.

Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539
Mumbai, dated 01st September, 2026

ANNEXURE III — 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 its registered office at Office No. 303, Morya Landmark I, Behind Crystal Plaza, Off New Link Road, Andheri (West), Mumbai, Maharashtra 400 053 (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 and 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 the Directors Identification Number (DIN) status on the portal www.mca.gov.in) as considered necessary and the explanations furnished to us by the Company and its officers, and considering the relaxations granted by the Ministry of Corporate Affairs and the 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, 2026, has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the 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	Satish Gupta	00227963	27/08/2025
4	Vivek Jain	00254694	27/08/2025

Ensuring the eligibility 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 this, 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
Place: Mumbai · Date: 01st September, 2026

UDIN: F013005H001325822
Peer Review Certificate Number: 5705/2024

ANNEXURE IV — CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER REGULATION 34(3) READ WITH PARA E OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Members,

Upsurge Investment & Finance Ltd.

We have examined the compliance of the conditions of corporate governance by Upsurge Investment & Finance Ltd. ('the Company') for the year ended March 31, 2026, 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').

Management's Responsibility

The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of Corporate Governance stipulated in the Listing Regulations. The compliance of the conditions of Corporate Governance is the responsibility of the Management.

Auditors' Responsibility

Our responsibility is limited to examining the procedures, and the implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the relevant records and documents maintained by the Company in accordance with the certification of Corporate Governance as per the Listing Regulations.

Opinion

In our opinion and to the best of our information, and according to the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Listing Regulations, during the year ended March 31, 2026.

We state that no investor grievances are pending for a period exceeding one month against the Company, as per the records maintained by the Company. We further state that such compliance 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 **M/s Jain & Trivedi**
Chartered Accountants
FRN: 113496W
Sd/-
Satish Trivedi
Partner · M. No. 038317
Mumbai, 01st September, 2026

UDIN: 26038317YFNKSD5174

Secretarial Audit Report

Form No. MR-3 · For the financial year ended March 31, 2026

[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,
Opp. Infinity Mall, Off New Link Road,
Andheri (West), Mumbai 400 053

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"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

MANAGEMENT'S RESPONSIBILITY

The Management, along with the Board of Directors, is 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 with the applicable laws and the maintenance of records, based on our 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 require 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 the maintenance of records.

Due to the inherent limitations of an 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 the secretarial audit, we hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder, and also that the Company has proper Board processes and a compliance mechanism in place, to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Upsurge Investment and Finance Limited for the financial year ended on March 31, 2026, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. The 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 — not applicable to the Company during the audit period;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 — not applicable to the listed entity during the review period;
    - The 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;
    - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 — not applicable to the listed entity during the review period;
    - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
    - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and the circulars/guidelines issued thereunder; and
    - The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with clients — not applicable to the listed entity during the review period.

We have relied on the representations made by the Company and its officer(s), the compliance mechanism prevailing in the Company, and the examination of documents on a test-check basis, for compliance with the following specific applicable laws:

- Bye-laws, Rules, Regulations, Guidelines, Circulars and Notifications issued by SEBI, the Stock Exchanges and the Depositories, and applicable to Depository Participants and Registered Brokers.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India, and the same have been complied with;
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments made thereunder ("Listing Regulations"), and the Listing Agreements entered into by the Company with BSE Limited.

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

We further report that:

- The Board of Directors of the Company is duly constituted with a 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.
- As regards the provisions relating to notices of Board meetings and the sending of agenda papers and the holding of Board meetings as laid down in the Act, the notices and agenda papers 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 have relied upon the statutory audit report as provided by the management of the Company for compliance under the Income Tax and other indirect taxation Acts.
- 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., except as mentioned below:

- During the financial year 2025-26, 18,50,000 Compulsorily Convertible Warrants were converted into an equivalent number of Equity Shares upon receipt of the balance 75% of the issue price from the respective warrant holders. The remaining 14,50,000 Compulsorily Convertible Warrants were not exercised within the prescribed period of 18 months from the date of allotment and accordingly lapsed, in accordance with the terms of issue and the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Consequently, the amount already received towards 25% of the issue price in respect of such lapsed Warrants stood forfeited in accordance with the terms of issue.
- The Board of Directors approved the declaration of an interim dividend at 5%, i.e. Re. 0.50 per equity share of Rs. 10/- each, for the F.Y. 2025-26 at their meeting held on 12th August, 2025. The interim dividend was paid on Thursday, 02nd September, 2025 to the equity shareholders of the Company whose names appeared on the Register of Members of the Company on Friday,

22nd August, 2025, which was the Record Date fixed for the purpose.

For **Mukesh Purohit & Company**
Practicing Company Secretaries
Sd/-
Mukesh Purohit
Proprietor
FCS: 13005 · CP No. 25204
Place: Mumbai · Date: 01st September, 2026

UDIN: F013005H001326011
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 SECRETARIAL AUDIT REPORT

To
The Members,
Upsurge Investment and Finance Limited
Office No. 303, Morya Landmark I,
Opp. Infinity Mall, Off New Link Road,
Andheri (West), Mumbai 400 053

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

1. The maintenance of secretarial records 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 a test basis to ensure that correct facts are reflected in the 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 the financial records and Books of Account of the Company.
4. Wherever required, we have obtained management representations about the compliance of laws, rules and regulations, and the happening of events, etc.
5. Compliance with the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on a 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. The report has been issued based on the facts and documents presented before us during the audit.

For **Mukesh Purohit & Company**
Practicing Company Secretaries
Sd/-
Mukesh Purohit
Proprietor
FCS: 13005 · CP No. 25204
Place: Mumbai · Date: 01st September, 2026

UDIN: F013005H001326011
Peer Review Certificate Number: 5705/2024

04

SECTION FOUR

Management Discussion and Analysis

The economic and sectoral backdrop, the Company's operating review, risks and the outlook for the year ahead.

PAGES 56 – 68

Management Discussion and Analysis

For the financial year ended 31st March, 2026

BUSINESS REVIEW AND STATE OF AFFAIRS OF YOUR COMPANY

Upsurge Investment and Finance Limited ("the Company") is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India and engaged in providing financial advisory, structured financing, capital-raising advisory and other allied financial services. With over two decades of experience in the financial services sector, the Company has established itself as a trusted financial partner for businesses by offering innovative, customized and value-driven financial solutions.

The Company primarily focuses on providing comprehensive financial and managerial advisory services to small and medium enterprises (SMEs), startups and emerging businesses. Its service portfolio includes structured financing, debt syndication, corporate and commercial loan advisory, capital-raising solutions, financial restructuring and strategic business advisory. The Company also assists clients in raising funds through various stages of business growth, including seed funding, venture capital, private equity, growth capital and pre-IPO funding.

The Company continues to leverage its experienced management team and qualified professionals possessing extensive expertise in finance, investment advisory, corporate restructuring and regulatory compliance. This enables the Company to deliver integrated financial solutions tailored to the specific requirements of its clients, while maintaining high standards of governance and professional excellence.

During the financial year under review, the Company continued to strengthen its advisory capabilities and expand its business opportunities by focusing on sustainable growth, prudent risk management and operational efficiency. The management remains committed to identifying high-potential business opportunities, facilitating access to capital and creating long-term value for its stakeholders through disciplined execution and responsible business practices.

The Directors are of the opinion that the Company's strong business fundamentals, experienced leadership, diversified service offerings and customer-centric approach position it favourably to capitalize on emerging opportunities in the financial services sector. The Company remains focused on achieving sustainable growth while ensuring compliance with all applicable statutory and regulatory requirements.

OVERVIEW

The Indian economy continued to exhibit resilience during the financial year 2025-26, with real Gross Domestic Product (GDP) growth estimated at 7.7%, supported by stable macroeconomic fundamentals, robust domestic demand, sustained public infrastructure investment and continued policy reforms. Despite global uncertainties arising from geopolitical developments, inflationary pressures and volatility in international financial markets, India remained one of the fastest-growing major economies. The financial services sector, particularly the Non-Banking Financial Company (NBFC) segment, continued to play a significant role in supporting credit growth and financial inclusion. Government initiatives aimed at strengthening the MSME sector, promoting digital financial services, improving ease of doing business and expanding infrastructure continued to create favourable opportunities for the growth of the NBFC sector.

The NBFC industry continues to play a vital role in extending financial services to underserved and unbanked segments of the economy, particularly in semi-urban and rural areas where access to formal banking services remains comparatively limited. Over the years, NBFCs have become an integral part of India's financial ecosystem by providing diversified financial solutions across various customer segments. The Reserve Bank of India (RBI) continued to strengthen the regulatory framework for NBFCs through the Scale-Based Regulation (SBR) framework and other prudential measures, with greater emphasis on governance standards, capital adequacy, risk management, liquidity management and regulatory compliance, thereby enhancing the resilience and stability of the sector.

The NBFC sector continues to offer significant growth opportunities driven by increasing demand for credit from retail customers, MSMEs and emerging businesses, expanding financial inclusion, digital transformation and technology-driven financial services. At the same time, the sector continues to face challenges arising from evolving regulatory requirements, interest rate movements, liquidity conditions, competitive pressures from banks and fintech companies, cybersecurity risks and changing macroeconomic conditions. The Company remains vigilant in identifying and managing these risks through a robust risk management framework, sound governance practices and the continuous strengthening of its internal control systems.

The Company has established adequate internal control systems commensurate with the size and nature of its business to ensure operational efficiency, reliability of financial reporting, safeguarding of assets and compliance with applicable laws and regulations. Internal financial controls are periodically reviewed through internal and external audits, and necessary corrective actions are undertaken wherever required. The Company's Human Resources function continues to focus on attracting, retaining and developing talent through employee engagement initiatives, continuous learning and leadership development programmes. The Company remains committed to fostering a work culture based on integrity, diversity, inclusion, accountability and ethical business practices.

Industrial relations remained cordial throughout the financial year, and there were no material disputes or disruptions affecting the Company's operations. The Company maintained effective communication and employee engagement initiatives to promote a positive and productive work environment. The outlook for the NBFC sector remains encouraging, supported by sustained economic growth, increasing formalization of the economy, rising credit demand and continued financial inclusion initiatives. The Company is well-positioned to leverage these opportunities

while maintaining a prudent approach towards governance, regulatory compliance, risk management and sustainable long-term growth.

This Management Discussion and Analysis Report contains certain forward-looking statements based on current expectations, estimates, assumptions and projections regarding the Company's future performance. These statements are subject to various risks, uncertainties and other factors, including changes in economic conditions, regulatory developments and other external influences, which may cause actual results to differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward-looking statements, except as required under applicable laws and regulations.

GLOBAL ECONOMY

The global economy during FY 2025-26 remained resilient despite persistent geopolitical uncertainties, evolving trade dynamics and financial market volatility. Global growth was supported by easing inflationary pressures, improving labour market conditions in several advanced economies, and the gradual normalization of monetary policies. However, geopolitical conflicts, trade policy uncertainties, elevated sovereign debt levels and uneven economic recovery across regions continued to pose downside risks to the global outlook.

The International Monetary Fund (IMF) estimates that global economic growth remained moderate during the year, with advanced economies witnessing gradual improvement while emerging market and developing economies continued to contribute significantly to global growth. Although inflation moderated compared to the previous year, it remained above the long-term targets of several central banks, resulting in a cautious approach towards interest rate reductions and monetary policy normalization.

Global financial markets experienced periods of volatility driven by changing interest rate expectations, geopolitical developments, fluctuations in energy prices and movements in foreign exchange markets. While major central banks adopted a more balanced policy stance as inflation eased, borrowing costs remained relatively elevated, influencing global investment flows and financing conditions.

International trade showed gradual recovery, supported by improving supply chain efficiency and resilient demand for technology, digital services, renewable energy and infrastructure investments. Nevertheless, global trade continued to face challenges arising from protectionist measures, regional conflicts and uncertainties surrounding global supply chains.

Emerging economies, particularly in Asia, continued to outperform many advanced economies due to strong domestic demand, favourable demographics, increasing digital adoption and sustained public investment. India remained one of the fastest-growing major economies, supported by robust macroeconomic fundamentals, policy reforms, infrastructure development and resilient domestic consumption.

For the Indian NBFC sector, the direct impact of global economic developments remained relatively limited; however, fluctuations in global interest rates, foreign capital flows, exchange rate movements and liquidity conditions influenced the overall funding environment. Rising investor confidence in India's economic prospects, coupled with a well-regulated financial system and improving credit demand, continued to create growth opportunities for NBFCs while necessitating prudent risk management and disciplined capital allocation.

Looking ahead, the global economy is expected to witness gradual improvement, supported by moderating inflation, easing financial conditions, continued technological innovation and increasing investments in sustainability and digital transformation. Despite ongoing geopolitical and macroeconomic risks, India's strong economic fundamentals, stable financial sector and favourable long-term growth prospects are expected to position the country as a significant contributor to global economic growth, providing a positive operating environment for the NBFC industry in the coming years.

INDIAN ECONOMY

The Indian economy continued to demonstrate resilience during FY 2025-26 despite an uncertain global environment characterized by geopolitical conflicts, evolving trade policies, inflationary pressures in several advanced economies, and volatility in global commodity and financial markets. Supported by strong domestic consumption, sustained government capital expenditure, healthy corporate balance sheets and a stable financial system, India remained one of the fastest-growing major economies globally.

India's Gross Domestic Product (GDP) is estimated to have grown by approximately 7.7% during FY 2025-26, driven by robust performance across the services, manufacturing, construction and infrastructure sectors. Continued public investment, improving private capital expenditure, rising urban demand and steady rural consumption, supported by a favourable agricultural season, contributed to the country's economic momentum.

The Government of India continued to pursue structural reforms aimed at enhancing long-term economic competitiveness. Flagship initiatives such as PM Gati Shakti, the National Infrastructure Pipeline (NIP), the Production-Linked Incentive (PLI) Schemes, Digital India and Make in India continued to strengthen manufacturing capabilities, improve logistics infrastructure, encourage private investment and support employment generation. Increased digital adoption, formalization of the economy and ongoing improvements in the ease of doing business further reinforced investor confidence.

The Reserve Bank of India (RBI) maintained a balanced monetary policy approach during the year, focusing on preserving price stability while supporting sustainable economic growth. Inflation remained largely within the RBI's tolerance band for most of the year, supported by prudent monetary management and easing supply-side pressures. India's banking system remained well-capitalized, asset quality continued to improve, and credit growth remained healthy across key sectors, reflecting the resilience of the financial system.

In this favourable macroeconomic environment, the NBFC sector continued to play a vital role in expanding access to credit across the economy. NBFCs strengthened their position by catering to the financing needs of retail customers, Micro, Small and Medium Enterprises (MSMEs), self-employed individuals and underserved segments where traditional banking penetration remains limited. Continued digital transformation, wider adoption of technology-driven lending platforms and government initiatives promoting financial inclusion further enhanced the sector's growth prospects.

Looking ahead, while external risks such as geopolitical developments, global financial market volatility, inflationary pressures and changing trade dynamics continue to pose challenges, India's medium- to long-term economic outlook remains positive. Supported by sound macroeconomic

fundamentals, ongoing policy reforms, infrastructure development, demographic advantages and increasing digitalization, the Indian economy is expected to maintain its growth momentum. The NBFC sector is well-positioned to capitalize on the expanding demand for credit, contribute to financial inclusion, and support India's sustainable economic growth in the years ahead.

OPPORTUNITIES

The Indian NBFC sector continues to play a pivotal role in expanding credit access and supporting inclusive economic growth. Despite evolving regulatory requirements and a dynamic macroeconomic environment, the sector remains well-positioned to capitalize on structural growth drivers, digital innovation and the increasing formalization of the economy. The following opportunities are expected to support the Company's long-term growth strategy.

Sustained growth in credit demand

India continues to witness healthy demand for credit, supported by rising economic activity, increasing disposable incomes, urbanization and growing consumption. Demand across retail borrowers, MSMEs, self-employed individuals and emerging businesses presents significant opportunities for NBFCs to expand their lending portfolios through customized financial solutions.

Expanding financial inclusion

Government initiatives promoting financial inclusion, digital banking and the formalization of the economy continue to deepen financial penetration in rural and semi-urban areas. The increasing adoption of digital payment systems, Aadhaar-based authentication and account aggregation frameworks enables NBFCs to efficiently serve previously underserved customer segments through technology-enabled lending models.

Growing MSME financing opportunity

The Micro, Small and Medium Enterprises (MSME) sector remains a key driver of economic growth and employment generation. Continued government support through various credit guarantee schemes and policy initiatives is expected to increase financing requirements. NBFCs, with their faster turnaround time and flexible underwriting capabilities, are well-positioned to bridge the credit gap and strengthen their presence in this segment.

Digital transformation and technology-led growth

Rapid advancements in digital infrastructure, artificial intelligence, data analytics and alternative credit assessment models are transforming the lending landscape. Investments in digital platforms, automation, customer onboarding and data-driven decision-making can enhance operational efficiency, improve customer experience, reduce turnaround time and strengthen risk management. Strategic collaborations with fintech companies can further accelerate business growth.

Product diversification and cross-selling opportunities

Changing customer preferences and evolving financial needs provide opportunities to diversify product offerings across secured and unsecured lending segments. Expansion into consumer finance, SME loans, affordable housing finance, vehicle finance, loan against property, supply chain finance and other niche financing solutions can enhance portfolio

diversification and improve overall profitability.

Infrastructure development and government capital expenditure

The Government's continued emphasis on infrastructure development, manufacturing, logistics, renewable energy and affordable housing under various national development initiatives is expected to generate incremental financing requirements. NBFCs can leverage these opportunities by extending credit to eligible businesses and ancillary sectors supporting infrastructure growth.

Green and sustainable finance

Growing awareness of Environmental, Social and Governance (ESG) principles and India's commitment towards sustainable development present new opportunities in green financing. Financing electric vehicles, renewable energy projects, energy-efficient equipment and environmentally sustainable businesses can create long-term growth avenues while supporting responsible finance initiatives.

Formalization of the economy

Increasing tax compliance, digital payments, GST implementation and greater financial transparency continue to bring more businesses into the formal economy. This expanding formal credit ecosystem enables NBFCs to leverage digital financial data for improved credit underwriting and customer acquisition, particularly among small businesses and first-time borrowers.

Supportive long-term economic outlook

India continues to remain one of the fastest-growing major economies globally, supported by strong domestic demand, policy reforms, rising private investment and demographic advantages. This favourable macroeconomic environment is expected to sustain long-term credit demand and create significant opportunities for well-governed and adequately capitalized NBFCs.

The Company remains committed to leveraging these opportunities through prudent risk management, technology adoption, operational efficiency, customer-centric product offerings and adherence to applicable regulatory requirements, thereby creating sustainable value for all stakeholders.

THREATS

While the Indian NBFC sector continues to benefit from strong structural growth drivers, the operating environment remains subject to several external and internal risks that could impact business performance. During FY 2025-26, the sector continued to face evolving regulatory requirements, changing macroeconomic conditions, heightened competition and technological advancements. The key threats that may influence the Company's future performance are outlined below.

Macroeconomic and geopolitical uncertainties

Although the Indian economy remained one of the fastest-growing major economies during FY 2025-26, persistent geopolitical tensions, global trade uncertainties, fluctuations in crude oil prices, inflationary pressures and volatility in financial markets continue to pose risks. Any adverse macroeconomic developments could affect credit demand, borrower repayment capacity and overall business sentiment, thereby impacting the Company's financial performance.

Interest rate and funding cost risks

Changes in the Reserve Bank of India's monetary policy and movements in market interest rates may influence the Company's borrowing costs and lending yields. A sustained high interest rate environment or increased cost of funds could compress net interest margins and affect profitability, particularly in a competitive lending environment.

Evolving regulatory framework

The regulatory landscape for NBFCs continues to evolve with enhanced governance standards, risk management requirements, prudential norms, digital lending guidelines and supervisory expectations issued by the Reserve Bank of India. While these measures strengthen the stability of the financial system, they may increase compliance obligations, operational costs and reporting requirements for the Company.

Credit risk and asset quality

Maintaining asset quality remains a key priority for the NBFC sector. Economic disruptions, sector-specific challenges, stress in MSMEs or retail borrowers, and changes in customer repayment behaviour may result in higher delinquencies or non-performing assets (NPAs). The Company continues to strengthen its credit appraisal, monitoring and recovery mechanisms to mitigate such risks.

Liquidity and funding risks

NBFCs primarily depend on bank borrowings, financial institutions and capital markets for funding. Any tightening of liquidity conditions, reduced market confidence or disruptions in financial markets may affect the availability or cost of funds, thereby impacting business expansion and operational flexibility.

Intensifying competition

The financial services industry is becoming increasingly competitive, with the growing presence of banks, small finance banks, fintech companies, digital lending platforms and other financial institutions. Competitive pricing, rapid product innovation and technology-driven customer acquisition strategies may exert pressure on margins and market share.

Technology and cybersecurity risks

The increasing adoption of digital platforms and technology-driven financial services has enhanced operational efficiency but has also increased exposure to cyber threats, data privacy risks, system failures and technology disruptions. Any cybersecurity incident could result in financial losses, regulatory actions and reputational damage.

Operational and compliance risks

The Company operates in a highly regulated environment requiring robust internal controls and effective governance. Any deficiencies in operational processes, internal controls, regulatory compliance or risk management systems could expose the Company to financial losses, legal liabilities and reputational risks.

ESG and sustainability expectations

Stakeholders, regulators and investors are increasingly focusing on Environmental, Social and Governance (ESG) practices. Failure to adapt to evolving sustainability expectations, governance

standards or responsible lending practices may impact stakeholder confidence, access to capital and long-term business sustainability.

Reputational risk

The Company's reputation is one of its most valuable assets. Any adverse publicity arising from customer grievances, regulatory actions, compliance failures, cybersecurity incidents or operational lapses could adversely affect stakeholder confidence, customer relationships and future business opportunities.

The Company continues to strengthen its enterprise risk management framework, internal controls, governance practices and compliance systems to proactively identify, assess and mitigate these risks. It remains committed to maintaining prudent lending practices, adequate liquidity, a strong capital position and robust technology infrastructure to support sustainable long-term growth.

CHALLENGES

The NBFC sector continues to play a pivotal role in supporting financial inclusion and credit delivery across retail, MSME, rural and underserved customer segments. While the sector has demonstrated resilience and adaptability during FY 2025-26, it continues to face a number of operational, regulatory and macroeconomic challenges that require prudent risk management and strategic planning. The key challenges impacting the sector, including the Company, are as follows.

Strengthening regulatory framework

The Reserve Bank of India (RBI) continues to strengthen the regulatory framework governing NBFCs through the Scale-Based Regulation (SBR) framework, enhanced governance standards, stricter compliance requirements and strengthened risk management norms. While these measures promote financial stability and transparency, they also increase compliance costs and necessitate continuous investment in governance, internal controls, technology and reporting systems.

Asset quality and credit risk management

Maintaining asset quality remains a key priority for NBFCs. Although the overall credit environment remained stable during FY 2025-26, economic uncertainties, sector-specific stress and fluctuating cash flows of MSMEs, self-employed borrowers and retail customers may adversely affect repayment behaviour. Continuous monitoring of loan portfolios, prudent underwriting standards and robust recovery mechanisms remain essential for controlling delinquencies and preserving portfolio quality.

Funding and liquidity management

NBFCs continue to depend on diversified funding sources, including bank borrowings, capital market instruments and securitisation. Fluctuations in market liquidity, changing interest rate cycles and evolving investor sentiment may increase the cost of funds and impact borrowing capacity. Maintaining adequate liquidity buffers, diversified funding sources and effective asset-liability management remains a significant challenge.

Intensifying competitive landscape

The Company operates in a highly competitive environment characterised by the presence of commercial banks, small finance banks, housing finance companies, fintech platforms and digital lending institutions. Increasing competition exerts pressure on lending yields, customer acquisition costs and market share, requiring continuous innovation, customer-centric products and enhanced service delivery.

Interest rate and inflation risks

Variations in interest rates and inflation continue to influence borrowing costs, lending margins and customer demand for credit. Elevated funding costs may impact profitability, while inflationary pressures can affect borrowers' repayment capacity, particularly in the retail, MSME and rural segments. Efficient pricing strategies and prudent balance sheet management remain critical to mitigating these risks.

Digital transformation and cybersecurity

The rapid digitalisation of financial services has increased customer expectations while exposing NBFCs to cybersecurity threats, data privacy risks and technology-related operational challenges. Strengthening cybersecurity infrastructure, safeguarding customer information, ensuring regulatory compliance and continuously upgrading digital capabilities require sustained investment.

Credit assessment and financial inclusion challenges

Serving customers with limited formal credit history, irregular income patterns or low financial literacy continues to pose underwriting and collection challenges. Enhancing data-driven credit assessment models, leveraging alternative data sources and promoting financial literacy remain important for improving credit quality while supporting financial inclusion.

Macroeconomic and geopolitical uncertainties

Global geopolitical developments, trade disruptions, commodity price volatility and fluctuations in international financial markets continue to create uncertainty in the overall economic environment. Such external factors may influence investor sentiment, capital flows, funding availability and business confidence, thereby impacting credit demand and portfolio performance. The Company continues to closely monitor these developments and adopt appropriate risk mitigation strategies to safeguard its operations.

The Company remains committed to strengthening its governance framework, enhancing risk management practices, investing in technology, maintaining prudent capital and liquidity positions, and pursuing sustainable growth while effectively managing emerging challenges in the evolving financial services landscape.

RISKS AND CONCERNS

The NBFC sector continues to play a pivotal role in supporting India's financial ecosystem by extending credit to retail customers, MSMEs and underserved segments. However, the operating environment during FY 2025-26 remained influenced by evolving regulatory requirements, changing macroeconomic conditions, technological disruptions and heightened competition. The Company remains committed to maintaining a prudent risk management framework, strong governance practices and robust internal controls to identify, assess, monitor and mitigate risks that may affect its business operations and long-term sustainability.

Credit risk

Credit risk remains one of the most significant risks for the Company, arising from the possibility of borrowers failing to meet their repayment obligations. Factors such as an economic slowdown, sector-specific stress, inflationary pressures, adverse weather conditions affecting rural income, or unexpected global developments may impact borrowers' repayment capacity, leading to higher delinquencies and non-performing assets (NPAs). The Company continues to strengthen its credit underwriting standards, portfolio monitoring mechanisms, early warning systems and recovery processes to effectively manage credit quality.

Liquidity and funding risk

NBFCs continue to depend on diversified funding sources, including bank borrowings, capital market instruments, securitisation and other financial institutions. Any tightening in liquidity conditions, changes in market sentiment or increase in funding costs could affect the Company's ability to raise resources at competitive rates. The Company maintains a prudent Asset Liability Management (ALM) framework, adequate liquidity buffers and diversified borrowing relationships to effectively manage liquidity and refinancing risks.

Interest rate risk

Changes in interest rates have a direct impact on borrowing costs, lending yields and overall net interest margins. Although monetary policy conditions remained relatively stable during FY 2025-26, future changes in policy rates or market interest rates could influence the Company's profitability and borrowers' repayment capacity. The Company continuously monitors interest rate movements and adopts appropriate pricing and treasury strategies to mitigate such risks.

Regulatory and compliance risk

The regulatory landscape for NBFCs continues to evolve with increased supervisory oversight by the Reserve Bank of India (RBI). Enhanced governance standards, Scale-Based Regulation (SBR), stricter prudential norms, compliance requirements, digital lending guidelines, cybersecurity expectations and evolving disclosure standards require continuous monitoring and timely implementation. The Company remains committed to maintaining full regulatory compliance through robust governance practices, effective compliance systems and periodic internal reviews.

Operational and cybersecurity risk

The increasing adoption of digital technologies and automation has enhanced operational efficiency while also exposing financial institutions to cybersecurity threats, fraud attempts, system disruptions and data privacy risks. Operational failures arising from process gaps, human error, third-party service providers or technology failures may adversely affect business continuity. The Company has implemented comprehensive internal controls, cybersecurity measures, business continuity planning, disaster recovery mechanisms and regular technology audits to strengthen operational resilience.

Competitive risk

The financial services industry continues to witness intense competition from banks, small finance banks, fintech companies, digital lending platforms and other regulated financial institutions. Rapid technological innovation, evolving customer expectations and competitive pricing may impact market share and profitability. The Company continues to focus on customer-centric

products, operational efficiency, technology adoption and prudent risk management to remain competitive in the evolving marketplace.

Macroeconomic and geopolitical risk

Global geopolitical developments, trade uncertainties, inflationary pressures, volatility in commodity prices, fluctuations in financial markets and changes in domestic economic conditions may influence credit demand, borrower behaviour, investment sentiment and funding availability. While India's economic outlook remains resilient, any adverse macroeconomic developments could impact the overall business environment. The Company closely monitors economic indicators and adopts appropriate business strategies to manage such uncertainties.

Reputational risk

The Company's reputation is one of its most valuable assets. Any instance of regulatory non-compliance, customer grievances, operational failures, cybersecurity incidents, ethical misconduct or adverse publicity may adversely impact stakeholder confidence and business prospects. The Company remains committed to maintaining high standards of corporate governance, transparency, ethical business practices, customer service and regulatory compliance to safeguard its reputation.

Technology and digital transformation risk

The financial services sector is undergoing rapid digital transformation. While technology enhances customer experience and operational efficiency, it also requires continuous investment in infrastructure, cybersecurity, digital capabilities and skilled resources. Delays in technology adoption or failures in digital systems may impact operational effectiveness. The Company continues to invest in modern technology platforms and digital initiatives to enhance business resilience and customer service.

RECENT TRENDS AND FUTURE OUTLOOK

During FY 2025-26, the Indian NBFC sector continued to demonstrate resilience, supported by stable economic growth, increasing digital adoption and sustained credit demand across the retail, MSME and rural segments. NBFCs continued to leverage digital technologies, automation, artificial intelligence and data analytics to improve customer experience, strengthen credit assessment and enhance operational efficiency, while fintech collaborations further expanded market reach and financial inclusion.

The regulatory environment remained focused on strengthening governance, risk management and compliance through the Reserve Bank of India's Scale-Based Regulation (SBR) framework and other prudential measures. The industry continued to prioritize robust internal controls, asset quality monitoring, cybersecurity and prudent lending practices to maintain financial stability and address evolving regulatory expectations.

Looking ahead, the outlook for the NBFC sector remains positive, driven by India's strong economic fundamentals, the growing formalization of the economy, rising digital penetration and increasing demand for credit. Emerging opportunities in MSME financing, green finance, electric vehicle financing, education loans and healthcare finance, coupled with continued technological advancements, are expected to support sustainable long-term growth.

The Company remains committed to strengthening its business through disciplined growth, prudent risk management, digital transformation and a customer-centric approach. By maintaining strong governance standards, regulatory compliance and operational excellence, the Company is well-positioned to capitalize on emerging opportunities and create sustainable value for all its stakeholders.

SEGMENT-WISE PERFORMANCE

The Company operates in only one segment, i.e. Financial Services.

RESEARCH AND DEVELOPMENT

The Company recognizes the importance of continuous innovation, process improvement and technology adoption in strengthening its business operations and enhancing customer experience. During FY 2025-26, the Company continued to focus on developing and upgrading its digital capabilities, strengthening risk management frameworks, improving operational efficiency and enhancing customer service delivery. The Company regularly evaluates emerging technologies, evolving regulatory requirements and changing customer expectations to improve its products, processes and internal systems. Efforts are also directed towards strengthening information security, data analytics, the automation of business processes and compliance management to support sustainable business growth. While the nature of the Company's business does not involve conventional research and development activities as undertaken by manufacturing enterprises, it continues to invest in technology-driven initiatives, operational excellence and digital transformation to enhance productivity, improve risk management practices and create long-term value for all stakeholders.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established an adequate internal control system commensurate with the nature, size and complexity of its business operations. The internal control framework is designed to ensure the accuracy and reliability of financial reporting, the safeguarding of assets, compliance with applicable laws and regulations, and the efficient and orderly conduct of business activities. The Company has implemented well-defined policies, procedures and standard operating practices covering key operational areas, including loan appraisal, sanction and disbursement, recovery and collections, treasury operations, accounting, financial reporting and regulatory compliance. These controls are regularly reviewed and updated in line with applicable regulatory requirements, including the guidelines issued by the Reserve Bank of India (RBI), and evolving business practices. The Audit Committee of the Board periodically reviews the effectiveness and adequacy of the internal control systems based on reports submitted by the internal auditors, the statutory auditors and the management. The internal audit function evaluates the effectiveness of internal controls, risk management processes and compliance with established policies, and its observations and recommendations are reviewed for timely implementation. Based on the reviews carried out during the year, the Board is satisfied that the Company's internal financial controls are adequate and operating effectively.

CAUTIONARY STATEMENT

The statements contained in this Management Discussion and Analysis Report describing the Company's objectives, outlook, estimates, expectations, projections or forecasts may constitute

“forward-looking statements” within the meaning of applicable laws and regulations. These statements are based on management's current assumptions, expectations and assessment of the prevailing economic and business environment, and are subject to various risks and uncertainties, many of which are beyond the Company's control. Actual results may differ materially from those expressed or implied, due to factors such as changes in economic conditions, regulatory and policy developments, interest rate movements, inflation, competitive pressures, geopolitical events, technological changes and other risks affecting the financial services sector. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable laws. Readers are advised not to place undue reliance on these statements, and are encouraged to read this Management Discussion and Analysis Report in conjunction with the Board's Report, the audited financial statements and the notes to accounts forming part of the Annual Report for the financial year ended March 31, 2026, to obtain a comprehensive understanding of the Company's business, financial performance and future outlook.

05



SECTION FIVE

Financial Statements

The Independent Auditor's Report and the audited standalone financial statements for the year ended 31st March, 2026.

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Independent Auditors' Report

On the Standalone Financial Statements for the year ended 31st March, 2026

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, 2026, the 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 the 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 Companies (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, 2026, 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 the 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 the Standalone financial statements.

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, the Board's Report including the Annexures to the Board's Report, and Corporate Governance and Shareholders' 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 Ind AS and other accounting principles generally accepted in India.

This responsibility also includes 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 frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 scepticism 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 an adequate internal financial controls system in place and on 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

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

1. 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.
2. 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.
3. 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.
4. 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.
5. On the basis of the written representations received from the directors as on 31st March, 2026 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
6. The Report on the Internal Financial Controls under Clause (i) of sub-section (3) of Section 143 of the Companies Act, 2013 ("the Act") is enclosed as Annexure A to this report.
7. 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.

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:

1. The Company does not have any pending litigations which would impact its financial position.
2. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
3. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
4.
   - 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 any 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;

- 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 any 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;
- 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-clauses (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

5. The interim dividend declared and paid during the year by the Company is in compliance with Section 123 of the Companies Act, 2013.
6. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording an audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

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: 26038317HSRVIX5501
Mumbai, 26th May, 2026

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, 2026, 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, 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 were established and maintained, and whether 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 the 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 the 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 31st March, 2026, 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 Trivedi
Partner · M. No. 038317

UDIN: 26038317HSRVIX5501
Mumbai, 26th May, 2026

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)

(i) In respect of the Company's Property, Plant and Equipment

(a) The Company has maintained proper records showing full particulars, including quantitative details and the situation of its property, plant and equipment. The Company does not hold 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 programme of physical verification of property, plant and equipment and right-of-use assets, so as 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 programme, 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, 2026.

(e) According to the information and explanations given to us, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder.

(ii) Inventory and working capital limits

(a) As explained to us, verification of the inventory of shares and securities held in physical format and those held in dematerialized format has been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and the 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.

(iii) Loans and advances

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 the provisions of clause 3(iii) of the aforesaid Order are not applicable to the Company.

(iv) Compliance with Sections 185 and 186

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

(v) Deposits

The provisions of 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'); further, the Company has not accepted any deposits from the public, and there is no amount which has been considered as a 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.

(vi) Cost records

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

(vii) Statutory dues

(a) According to the records of the Company, the Company is regular in depositing with the 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 Services 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, 2026 for a period of more than six months from the date they became payable.

(b) According to the records of the Company and the information and explanations given to us, there are 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.

(viii) Unrecorded income

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 account.

(ix) Borrowings

(a) According to the information and explanations given to us, the Company has not defaulted in the repayment of its loans or borrowings, or in the payment of interest thereon, to any lender.

(b) According to the information and explanations given to us, including representations 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 wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans was applied for the purposes for which it was obtained, though idle/surplus funds which were not required for immediate utilization have been invested in readily realizable liquid investments.

(d) 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 a short-term basis have not been utilised for long-term purposes.

(e) 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.

(f) 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.

(x) Public offers and preferential allotment

(a) The Company has not raised any money by way of an 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 made a preferential allotment during the year, and the requirements of Sections 42 and 62 of the Companies Act, 2013 have been complied with.

(xi) Fraud

(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 the 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.

(xii) Nidhi Company

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.

(xiii) Related party transactions

In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with 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 the Companies (Indian Accounting Standards) Rules, 2015 as prescribed under Section 133 of the Act.

(xiv) Internal audit

(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.

(xv) Non-cash transactions

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

(xvi) Registration with the RBI

(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, the Company has not conducted any housing finance activities and is not required to obtain a 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) According to the information and explanations given to us, the Group does not have any Core Investment Company (CIC) as part of the Group.

(xvii) Cash losses

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

(xviii) Resignation of statutory auditors

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

(xix) Material uncertainty on meeting liabilities

According to the information and explanations given to us and on the basis of the financial ratios, the 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 the 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.

(xx) Corporate Social Responsibility

The Company has fully spent the required amount towards Corporate Social Responsibility (CSR), and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act, or to a special account in compliance with the provisions of

sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(xxi) Consolidated financial statements

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

For **M/s Jain & Trivedi**
Chartered Accountants
Firm Reg. No. 113496W
Sd/-
Satish Trivedi
Partner · M. No. 038317

UDIN: 26038317HSRVIX5501
Mumbai, 26th May, 2026

STANDALONE

Financial Statements

For the year ended 31st March, 2026

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BALANCE SHEET AS AT MARCH 31, 2026

(₹ in thousand)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Financial Assets			
Cash and cash equivalents	2	58,421.86	454.49
Bank balances other than above	3	1,18,882.92	2,47,538.85
Receivables — (i) Trade receivables	4	1,671.30	122.63
Receivables — (ii) Other receivables	5	19,921.87	5,681.04
Loans	6	2,33,722.67	2,18,226.71
Investments	7	3,05,909.42	3,25,006.74
Other financial assets	—	—	—
Total Financial Assets		**7,38,530.04**	**7,97,030.46**
Non-Financial Assets			
Inventories	8	3,46,625.13	2,14,090.47
Current tax assets	9	9,580.23	9,621.03
Property, plant and equipment	10	1,270.49	1,551.57
Capital work in progress	11	1,32,394.50	51,000.02
Other non-financial assets	12	73.62	80.42
Total Non-Financial Assets		**4,89,943.97**	**2,76,343.51**
Total Assets		**12,28,474.01**	**10,73,373.97**
LIABILITIES AND EQUITY			
Financial Liabilities			
Trade payables — total outstanding dues of micro enterprises and small enterprises		—	—
Trade payables — total outstanding dues of creditors other than micro enterprises and small enterprises	13	6,495.20	1,234.46
Other payables — total outstanding dues of micro enterprises and small enterprises		—	—
Other payables — total outstanding dues of creditors other than micro enterprises and small enterprises	14	91.80	91.80
Borrowings (other than debt securities)	15	46,083.83	1,905.05
Other financial liabilities	16	1,001.55	1,068.90
Total Financial Liabilities		**53,672.38**	**4,300.21**
Non-Financial Liabilities			
Provisions	17	1,457.44	789.87
Current tax liabilities	9	—	—
Deferred tax liabilities (net)	18	1,487.12	10,130.20
Other non-financial liabilities	19	76.43	9,902.60
Total Non-Financial Liabilities		**3,020.99**	**20,822.67**
Total Liabilities		**56,693.37**	**25,122.88**
Equity			
Equity share capital	20	2,19,214.00	2,00,714.00
Other equity	21	9,52,566.64	8,47,537.09
Total Equity		**11,71,780.64**	**10,48,251.09**
Total Liabilities and Equity		**12,28,474.01**	**10,73,373.97**

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For **M/s Jain & Trivedi**
Chartered Accountants
FRN: 113496W
Sd/-
Satish Trivedi
Partner · M. No. 038317
Mumbai, 26th May, 2026

For and on behalf of the Board
Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539
Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Pratibha Goyal
Director
DIN: 00399056
Sd/-
Daya D Savani
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(₹ in thousand)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
Revenue from Operations			
Interest income	22	54,840.32	38,810.09
Dividend income	23	8,270.43	5,028.29
Net gain on fair value change	24	3,152.58	1,50,324.48
Sale of shares and securities	25	4,07,359.02	9,18,161.66
Other operating income	26	61,853.50	19,338.99
Total Revenue from Operations		**5,35,475.85**	**11,31,663.51**
Other income	27	16,995.71	5,065.82
Total Income		**5,52,471.56**	**11,36,729.33**
Expenses			
Finance costs	28	9,541.92	6,368.75
Net loss on fair value change	24	–	–
Purchases of stock-in-trade	29	6,05,208.34	9,93,315.68
Changes in inventories of stock-in-trade	30	(1,32,534.66)	(82,894.29)
Employee benefits expenses	31	8,045.86	7,569.31
Depreciation and amortisation expense	10	288.69	285.84
Other expenses	32	11,863.21	14,754.86
Total Expenses		**5,02,413.36**	**9,39,400.15**
Profit Before Tax for the Year		**50,058.20**	**1,97,329.18**
Tax Expense			
Current tax		26,368.74	28,854.96
Deferred tax		(8,643.08)	10,130.20
Short/(excess) provision for earlier years		54.79	(1,191.42)
Total Tax Expense		**17,780.45**	**37,793.74**
Net Profit After Tax		**32,277.75**	**1,59,535.44**
Other comprehensive income		–	–
Total Comprehensive Income		**32,277.75**	**1,59,535.44**
Earnings per Equity Share (face value of ₹10 each)			
Basic (₹)		1.47	8.81
Diluted (₹)		1.47	7.45

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For **M/s Jain & Trivedi**
Chartered Accountants
FRN: 113496W
Sd/-
Satish Trivedi
Partner · M. No. 038317
Mumbai, 26th May, 2026

For and on behalf of the Board
Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539
Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Pratibha Goyal
Director
DIN: 00399056
Sd/-
Daya D Savani
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

(₹ in thousand)

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 items of income or expense 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.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Cash Flow from Operating Activities		
Profit before tax	50,058.20	1,97,329.18
Adjustments for		
Depreciation and amortisation	288.69	285.84
Dividend income	(8,270.43)	(5,028.29)
Interest income	(54,840.32)	(38,810.09)
Finance cost	9,541.92	6,368.75
Net (profit)/loss on financial assets designated at FVTPL	82,604.29	(63,545.46)
Provision for/(reversal of) standard assets	38.52	344.96
Gain on sale of investments	(85,756.87)	(86,779.02)
Gain on sale of investment in property (CWIP)	(16,894.98)	(4,329.30)
Loss on sale of fixed assets	0.20	—
Provision for/(reversal of) equity option premium	629.05	(3.13)
Operating Profit/(Loss) Before Working Capital Changes	**(22,601.73)**	**5,833.44**
Changes in working capital		
Increase/(decrease) in other financial liabilities	(67.35)	229.95
Increase/(decrease) in other non-financial liabilities	(9,826.17)	9,866.65
Increase/(decrease) in borrowings	44,178.78	(30,047.22)
Increase/(decrease) in trade payables	5,260.74	(12,657.82)
Increase/(decrease) in other payables	—	(185.90)
Decrease/(increase) in loans	(15,495.96)	(1,38,349.57)
Decrease/(increase) in other non-financial assets	6.80	(40.94)
Decrease/(increase) in inventories	(1,32,534.66)	(82,894.29)
Decrease/(increase) in trade receivables	(1,548.67)	54.35
Decrease/(increase) in other receivables	(14,240.83)	(5,681.04)
Cash Generated from Operations	**(1,46,869.05)**	**(2,53,872.39)**
Interest income received	34,437.14	23,512.73
Finance cost paid	(9,541.92)	(6,368.75)
	(1,21,973.83)	**(2,36,728.41)**
Direct taxes paid (net of refunds)	(26,382.72)	(36,425.83)
Net Cash Flow from/(Used in) Operating Activities (A)	**(1,48,356.55)**	**(2,73,154.24)**

(₹ in thousand)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
B. Cash Flow from Investing Activities		
Dividend income	8,270.43	5,028.29
Increase/(decrease) in bank balances other than cash and cash equivalents	1,28,655.93	(1,49,021.85)
Interest income on investments	20,403.18	15,297.36
Purchase of fixed assets including intangible assets	(37.80)	(83.00)
Sale of fixed assets including intangible assets	30.00	—
Purchase of capital work in progress	(1,32,394.50)	18,479.31
Sale of capital work in progress	67,895.11	—
Proceeds from/(purchase of) mutual funds (net)	(28,983.22)	(15,046.73)
Proceeds from/(purchase of) shares and bonds (net)	51,232.99	(23,946.52)
Net Cash from/(Used in) Investing Activities (B)	**1,15,072.12**	**(1,49,293.14)**
C. Cash Flow from Financing Activities		
Proceeds from issuance of share capital	—	3,59,087.00
Proceeds from conversion of warrants into equity	1,01,287.50	—
Proceeds from convertible warrants	—	60,225.00
Dividend paid	(10,035.70)	(7,576.20)
Net Cash from/(Used in) Financing Activities (C)	**91,251.80**	**4,11,735.80**
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**57,967.37**	**(10,711.58)**
Cash and cash equivalents at the beginning of the year	454.49	11,166.06
Cash and Cash Equivalents at the End of the Year	**58,421.86**	**454.49**
Components of cash and cash equivalents		
Cash on hand	285.12	90.12
Balances with banks — in current accounts and overdraft account	287.14	364.37
Balances with banks — fixed deposits with original maturity of three months or less	57,849.60	—
Total Cash and Cash Equivalents	**58,421.86**	**454.49**

As per our report of even date
For **M/s Jain & Trivedi**
Chartered Accountants
FRN: 113496W
Sd/-
Satish Trivedi
Partner · M. No. 038317
Mumbai, 26th May, 2026

For and on behalf of the Board
Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539
Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Pratibha Goyal
Director
DIN: 00399056
Sd/-
Daya D Savani
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(₹ in thousand)

All amounts are in ₹ thousand, except for share data or as otherwise stated.

A. Equity Share Capital

1. Current reporting period

Balance as at 1st April, 2025	Changes in equity share capital during the year (refer Note 20)	Balance as at 31st March, 2026
2,00,714.00	18,500.00	2,19,214.00

2. Previous reporting period

Balance as at 1st April, 2024	Changes in equity share capital during the year (refer Note 20)	Balance as at 31st March, 2025
1,51,524.00	49,190.00	2,00,714.00

B. Other Equity — Current Reporting Period

Particulars	Securities premium reserve	Statutory reserve u/s 45-IC of the RBI Act, 1934	Retained earnings	Capital reserve account	General reserve	Money received against share warrants	Total other equity
Balance as at 1st April, 2025	4,27,872.00	1,03,159.30	3,07,890.66	—	365.13	8,250.00	8,47,537.09
Profit for the year	—	—	32,277.75	—	—	—	32,277.75
Add: securities premium on preferential issue and convertible warrants	87,412.50	—	—	—	—	(18,500.00)	68,912.50
Less: warrants forfeiture account	(22,837.50)	—	—	26,462.50	—	(3,625.00)	—
Appropriation: transfer to statutory reserve	—	6,455.55	(6,455.55)	—	—	—	—
Interim dividend, F.Y. 2025-26	—	—	(10,035.70)	—	—	—	(10,035.70)
Changes in fair value of FVOCI equity instruments	—	—	—	—	—	—	—
Money received against convertible warrants	—	—	—	—	—	13,875.00	13,875.00
Balance as at 31st March, 2026	**4,92,447.00**	**1,09,614.85**	**3,23,677.16**	**26,462.50**	**365.13**	**—**	**9,52,566.64**

B. Other Equity — Previous Reporting Period

(₹ in thousand)

Particulars	Securities premium reserve	Statutory reserve u/s 45-IC of the RBI Act, 1934	Retained earnings	Capital reserve account	General reserve	Money received against share warrants	Total other equity
Balance as at 1st April, 2024	66,000.00	71,252.21	1,87,838.51	—	365.13	—	3,25,455.85
Profit for the year	—	—	1,59,535.44	—	—	—	1,59,535.44
Add: securities premium on preferential issue and warrants	3,61,872.00	—	—	—	—	—	3,61,872.00
Appropriation: transfer to statutory reserve	—	31,907.09	(31,907.09)	—	—	—	—
Interim dividend, F.Y. 2024-25	—	—	(7,576.20)	—	—	—	(7,576.20)
Changes in fair value of FVOCI equity instruments	—	—	—	—	—	—	—
Money received against convertible warrants	—	—	—	—	—	8,250.00	8,250.00
Balance as at 31st March, 2025	**4,27,872.00**	**1,03,159.30**	**3,07,890.66**	**—**	**365.13**	**8,250.00**	**8,47,537.09**

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For **M/s Jain & Trivedi**
Chartered Accountants
FRN: 113496W
Sd/-
Satish Trivedi
Partner · M. No. 038317
Mumbai, 26th May, 2026

For and on behalf of the Board
Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539
Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Pratibha Goyal
Director
DIN: 00399056
Sd/-
Daya D Savani
Company Secretary

06

SECTION SIX

Notes to the Financial Statements

Accounting policies, judgements and the detailed notes forming an integral part of the financial statements.

PAGES 88 – 118

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

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 the 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 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; and
iii. the event of insolvency or bankruptcy of the Company and/or its counterparties.

b) Statement of compliance

These financial statements, comprising the Balance Sheet, the Statement of Profit and Loss including the Statement of Changes in Equity and the Statement of Cash Flows as at March 31, 2026, 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 the Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements have been approved for issue by the Company's Board of Directors at their meeting held on 26th May, 2026. These financial statements are presented in Indian Rupees (INR), and all values are rounded to the nearest thousand, which is also the functional and presentation currency.

c) Financial instruments

Classification of financial instruments. The Company classifies its financial assets into the following measurement categories: (1) financial assets to be measured at amortised cost; and (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 for

managing 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. 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 realised 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 amortisation of the premium or discount.

In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement, that is, whether 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 is 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 cost unless it has designated liabilities at fair value through profit or loss, or is required to measure liabilities at fair value through profit or loss, such as derivative liabilities.

i. Financial assets measured at amortised cost

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

ii. 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, and 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.

iii. 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 results 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.

iv. Recognition and derecognition 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 trade 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, that is, the date on which 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.

Derecognition of financial assets due to substantial modification of terms. 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 it 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 and Loss.

v. Impairment of financial assets

Overview of the ECL principles. The Company records an allowance for expected credit losses for all loans and 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 ECLs 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 represents 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 categorises 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 have 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 to 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 that 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. Ninety days past due is considered as default for classifying a financial instrument as credit impaired. If an event, for example any natural calamity, warrants a provision higher than that mandated under the 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 becoming probable that the borrower will enter bankruptcy or other financial reorganisation; 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 key elements of the ECL calculation 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 realisation 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, and letters of credit or guarantees. 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 funds are returned to the customers or obligors. As a result of this practice, assets under legal repossession processes are not recorded on the balance sheet.

vi. 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.

vii. Determination of fair value

On initial recognition, all financial instruments are measured at fair value. For subsequent measurement, the Company measures certain categories of financial instruments 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, maximising the use of relevant observable inputs and minimising 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 summarised 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 regard 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 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 a 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, that is, 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, 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.

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 the 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 the 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; and

a. 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 are 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 or loss. Where there is a net gain in the aggregate, the same is recognised in "Net gain 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 or loss on fair value changes. However, net gain or 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 cost on borrowings, paid towards availing of a loan, is amortised on an EIR basis over the life of the loan. The EIR in the 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; and
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 are recognised in interest expense with the corresponding adjustment to the carrying amount of the liability.

Interest expense includes issue costs that are initially recognised as part of the carrying value of the financial liability and amortised 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 and rating fees, provided these are incremental costs that are directly related to the issue of a financial liability.

ii. Retirement and other employee benefits. 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 and the expected cost of bonus or ex-gratia are recognised in the period in which the employee renders the related service.

iii. Other income and expenses. All other income and expenses are recognised on an accrual basis in the period in which 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 or external factors. An

impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its 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 the 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.

vi. 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, unused tax losses and unabsorbed depreciation. Current and deferred tax is recognised in the Statement of Profit and Loss except to the extent it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised 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 the 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 realised 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 the probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise 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.

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 management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Subsequent expenditure related to an item of tangible asset is 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 as and when incurred.

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 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 or 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. Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation, including property under construction for such purposes. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost, net of accumulated depreciation and accumulated impairment loss, if any. An investment property is derecognised upon disposal, or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property is included in the Statement of Profit and Loss in the period in which the investment property is derecognised. Freehold land and properties under construction are not depreciated.

i. 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.

j. 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 recognised 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 recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

k. 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 diluted earnings per share, only potential equity shares that are dilutive, and that either reduce earnings per share or increase loss per share, are included.

l. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, 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 management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in 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 judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes.

(₹ in thousand)

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 judgement, 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 and expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given or taken, and recognises 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 judgement regarding the expected behaviour and life cycle of the instruments, as well as expected changes to the Company's base rate and other fee income or expense that are integral parts of the instrument.

2. CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Cash on hand	285.12	90.12
Balances with banks		
Current and overdraft accounts	287.14	364.37
Deposits with original maturity of less than three months	57,849.60	—
Total	**58,421.86**	**454.49**

Of the above, the balances that meet the definition of cash and cash equivalents as per Ind AS 7 "Statement of Cash Flows" are as disclosed.

3. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2026	As at March 31, 2025
Other bank balances		
Deposits with original maturity of more than three months	1,17,881.37	2,46,469.95
Earmarked accounts		
Unclaimed dividend account	1,001.55	1,068.90
Total	**1,18,882.92**	**2,47,538.85**

Notes:

(₹ in thousand)

1. Includes deposits of ₹ 1,17,881.37 thousand (as at March 31, 2025: ₹ 2,46,469.95 thousand) pledged as lien against overdraft facilities.
2. Bank deposits and other balances with banks earn interest at fixed rates.

4. RECEIVABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables considered good — secured	—	—
Trade receivables considered good — unsecured**	1,671.30	122.63
Total	**1,671.30**	**122.63**

1. Trade receivables are non-interest bearing and are generally on terms of 7 to 30 days.
2. There are no dues from directors or other officers of the Company, or any firm or private company in which any director is a partner, a director or a member.
3. **Refer Note 33 for the ageing schedule.

5. OTHER RECEIVABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Other receivables considered good — unsecured	19,921.87	5,681.04
Total	**19,921.87**	**5,681.04**

There are no dues from directors or other officers of the Company, or any firm or private company in which any director is a partner, a director or a member.

6. LOANS

A. Category-wise details of loans

Particulars	As at March 31, 2026	As at March 31, 2025
I. At amortised cost		
Loans repayable on demand	2,33,214.44	2,17,761.71
Loan to employee	508.23	465.00
II. At fair value through profit or loss		
Secured	—	—
Term loan	—	—
III. At fair value through OCI		
Secured	—	—
Term loan	—	—
Total (i) — gross	**2,33,722.67**	**2,18,226.71**
Less: impairment loss allowance on loans	—	—
Total (A) = (i) – (ii), net	**2,33,722.67**	**2,18,226.71**

(₹ in thousand)

B. Nature of security-wise details

Particulars	As at March 31, 2026	As at March 31, 2025
I. At amortised cost		
Secured by tangible assets	1,65,825.99	1,71,331.63
Unsecured	67,896.68	46,895.08
II. At fair value through profit or loss / III. At fair value through OCI		
Secured by tangible assets / secured by book debts	—	—
Total (B) — gross	**2,33,722.67**	**2,18,226.71**
Less: impairment loss allowance on loans	—	—
Total (B) net	**2,33,722.67**	**2,18,226.71**

C. Location-wise details

Particulars	As at March 31, 2026	As at March 31, 2025
I. Loans in India		
Public sector	—	—
Others	2,33,722.67	2,18,226.71
II. Loans outside India	—	—
Total (C) net	**2,33,722.67**	**2,18,226.71**

Stage-wise break-up of loans

Particulars	As at March 31, 2026	As at March 31, 2025
Low credit risk (Stage 1)	2,33,722.67	2,18,226.71
Significant increase in credit risk (Stage 2)	—	—
Credit impaired (Stage 3)	—	—
Total	**2,33,722.67**	**2,18,226.71**

1. The Company's business model is to hold contractual cash flows, being the payment of principal and interest till maturity, and accordingly the loans are measured at amortised cost.
2. The Company does not have any loans outside India.

7. INVESTMENTS

A. Investments carried at fair value through profit and loss

Particulars	As at March 31, 2026	As at March 31, 2025
Mutual funds (quoted/unquoted)	54,750.17	23,185.91
Equity shares — listed	2,51,159.25	3,01,820.83
Total	**3,05,909.42**	**3,25,006.74**

B. Location of investments

Particulars	As at March 31, 2026	As at March 31, 2025
Investments in India	3,05,909.42	3,25,006.74
Investments outside India	—	—
Total	**3,05,909.42**	**3,25,006.74**

(₹ in thousand)

C. Scrip-wise details of investments

Investments in mutual funds, quoted.

Particulars	Face value (₹)	As at March 31, 2026		As at March 31, 2025	
		Quantity	Amount	Quantity	Amount
SBI Fund Management Pvt. Ltd. — Liquid Fund	—	2,849.293	12,135.99	1,597.573	6,411.90
Aditya Birla Sun Life AMC — Liquid Fund	—	91,758.408	40,426.20	17,211.976	7,119.83
Nippon India — Liquid Fund	—	—	—	1,602.266	5,075.16
Axis Asset Management Company Ltd. — Fund	—	687.459	2,087.41	810.004	4,579.02
HDFC Liquid Fund	—	18.603	100.57	—	—
Total A			**54,750.17**		**23,185.91**

7C. Scrip-wise details of investments (continued)

Investments in equity shares, quoted.

Particulars	Face value (₹)	As at March 31, 2026		As at March 31, 2025	
		Quantity	Amount	Quantity	Amount
ITC Ltd.	1	64,900	18,671.73	40,000	16,392.00
Choice International Ltd.	10	76,000	46,451.20	81,000	40,649.85
GCSL	10	—	—	41,715	22,607.45
Patanjali Foods Ltd.	2	30,602	14,038.67	10,000	18,085.00
Parsvnath Developers Ltd.	5	2,00,000	1,188.00	19,93,810	43,744.20
PC Jeweller Ltd.	1	—	—	30,00,000	39,180.03
Welspun Corp Ltd.	10	1,05,163	85,550.10	88,163	76,591.61
Welspun Living Ltd.	10	—	—	79,295	10,708.78
Welspun Investments and Commercials Ltd.	10	35,217	43,456.02	10,117	8,195.28
Centrum Capital Ltd.	1	5,09,016	14,043.75	—	—
Laxmi Organic Industries Ltd.	2	25,000	2,698.75	—	—
Balgopal Commercial Ltd.	10	1,57,271	25,061.13	1,57,271	25,666.63
Total B			**2,51,159.35**		**3,01,820.83**

8. INVENTORIES

Particulars	As at March 31, 2026	As at March 31, 2025
Stock-in-trade	3,46,625.13	2,14,090.47
Total	**3,46,625.13**	**2,14,090.47**

9. CURRENT TAX ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax assets (net)	9,580.23	9,621.03
Total	**9,580.23**	**9,621.03**

Advance tax net of provision for tax of ₹ 26,368.74 thousand (March 31, 2025: ₹ 28,854.96 thousand).

(₹ in thousand)

10. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Current year

Particulars	Furniture and fixtures	Office equipment	Computers	Vehicles	Air conditioner	Total
Gross block						
As at 01.04.2025	385.97	75.00	97.71	3,103.27	149.90	3,811.85
Addition	–	–	–	–	37.80	37.80
Disposal	–	–	–	603.91	–	603.91
As at 31.03.2026	**385.97**	**75.00**	**97.71**	**2,499.36**	**187.70**	**3,245.74**
Depreciation and amortisation						
As at 01.04.2025	361.45	58.63	66.90	1,712.63	60.67	2,260.28
For the year	–	8.55	2.76	260.35	17.03	288.69
Deduction	–	–	–	573.72	–	573.72
As at 31.03.2026	**361.45**	**67.18**	**69.66**	**1,399.26**	**77.70**	**1,975.25**
Net block						
As at 31.03.2026	**24.52**	**7.82**	**28.05**	**1,100.10**	**110.00**	**1,270.49**
As at 31.03.2025	24.52	16.37	30.81	1,390.64	89.23	1,551.57

Previous year

Particulars	Furniture and fixtures	Office equipment	Computers	Vehicles	Air conditioner	Total
Gross block						
As at 01.04.2024	385.97	75.00	68.71	3,103.27	95.90	3,728.85
Addition	–	–	29.00	–	54.00	83.00
Disposal	–	–	–	–	–	–
As at 31.03.2025	**385.97**	**75.00**	**97.71**	**3,103.27**	**149.90**	**3,811.85**
Depreciation and amortisation						
As at 01.04.2024	361.45	53.65	58.54	1,452.28	48.52	1,974.44
For the year	–	4.98	8.36	260.35	12.15	285.84
Deduction	–	–	–	–	–	–
As at 31.03.2025	**361.45**	**58.63**	**66.90**	**1,712.63**	**60.67**	**2,260.28**
Net block						
As at 31.03.2025	**24.52**	**16.37**	**30.81**	**1,390.64**	**89.23**	**1,551.57**
As at 31.03.2024	24.52	21.35	10.17	1,650.99	47.38	1,754.41

11. CAPITAL WORK IN PROGRESS

Particulars	As at March 31, 2026	As at March 31, 2025
Investment in under-construction property		
Opening balance	51,000.02	65,150.03
Addition	1,51,144.48	–
Disposal	(69,750.00)	(14,150.01)
Total	**1,32,394.50**	**51,000.02**

(₹ in thousand)

12. OTHER NON-FINANCIAL ASSETS

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid expenses	66.32	70.96
Other receivables	7.30	9.46
Total	**73.62**	**80.42**

13. TRADE PAYABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Micro and small enterprises	–	–
Due to others**	6,495.20	1,234.46
Total	**6,495.20**	**1,234.46**

1. The amounts due to micro and small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company.
2. **Refer Note 34 for the ageing schedule.

14. OTHER PAYABLES

Particulars	As at March 31, 2026	As at March 31, 2025
Micro and small enterprises	–	–
Due to others	91.80	91.80
Total	**91.80**	**91.80**

15. BORROWINGS (OTHER THAN DEBT SECURITIES) AT AMORTISED COST

Particulars	As at March 31, 2026	As at March 31, 2025
Secured, loans repayable on demand		
From banks, other	–	–
From banks (overdraft)**	46,083.83	1,905.05
Total	**46,083.83**	**1,905.05**
Borrowings in India	46,083.83	1,905.05
Borrowings outside India	–	–
Total	**46,083.83**	**1,905.05**

**The bank overdraft, against fixed deposit facility, is availed from Bharat Bank, Yes Bank and IDFC First Bank. The rate of interest for the said facility above the interest rate of fixed deposits under lien is 0.75% with Yes Bank, 0.50% with Bharat Bank and 0.50% with IDFC First Bank. The same is secured by fixed deposits with a margin of 100%. The loan is repayable within one year.

16. OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Unpaid (unclaimed) dividend	1,001.55	1,068.90
Total	**1,001.55**	**1,068.90**

(₹ in thousand)

17. PROVISIONS

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for equity option premium	874.52	245.47
Provision for standard assets	582.92	544.40
Total	**1,457.44**	**789.87**

18. DEFERRED TAX LIABILITIES (NET)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening deferred tax liabilities (net)	10,130.20	10,130.20
Charge/(credit) for the year	(8,643.08)	—
Total	**1,487.12**	**10,130.20**

19. OTHER NON-FINANCIAL LIABILITIES

Particulars	As at March 31, 2026	As at March 31, 2025
Other advances	—	9,901.00
Statutory dues payable	76.43	1.60
Total	**76.43**	**9,902.60**

20. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised		
2,37,50,000 equity shares of ₹ 10 each (previous year 2,37,50,000 of ₹ 10 each)	2,37,500.00	2,37,500.00
Total	**2,37,500.00**	**2,37,500.00**
Issued, subscribed and fully paid up		
2,19,21,400 equity shares of ₹ 10 each (previous year 2,00,71,400 of ₹ 10 each)	2,19,214.00	2,00,714.00
Total	**2,19,214.00**	**2,00,714.00**

Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 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.

(₹ in thousand)

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

Particulars	2025-26		2024-25	
	Nos.	Amount	Nos.	Amount
Equity shares outstanding at the beginning of the year	2,00,71,400	2,00,714.00	1,51,52,400	1,51,524.00
Issued during the year	18,50,000	18,500.00	49,19,000	49,190.00
Equity shares outstanding at the end of the year	**2,19,21,400**	**2,19,214.00**	**2,00,71,400**	**2,00,714.00**

20. Equity Share Capital (continued): notes

The Board of Directors of the Company, at its meeting held on July 16, 2024, approved the issuance of 33,00,000 warrants, convertible within 18 months from the date of allotment, into fully paid-up equity shares of face value ₹ 10 each of the Company, for cash at an issue price of ₹ 73.00 per equity share (including a premium of ₹ 63.00 per equity share), aggregating up to ₹ 24,09,00,000, through a preferential issue on a private placement basis to promoter and non-promoter investors.

Pursuant to the special resolutions, the Members, at the Extraordinary General Meeting held on August 14, 2024, approved the preferential issue of equity shares to promoter and non-promoter investors. Upon receipt of the necessary statutory and regulatory approvals, the Board of Directors, at its meeting held on August 24, 2024, allotted 33,00,000 warrants convertible into fully paid-up equity shares of face value ₹ 10 each, on receipt of a subscription amount of ₹ 6,02,25,000.

During the financial year 2025-26, 18,50,000 convertible warrants were converted into an equivalent number of 18,50,000 fully paid-up equity shares upon receipt of the balance 75% of the issue price, aggregating to ₹ 10,12,87,500, from the respective warrant holders. Accordingly, the Board of Directors, at its meeting held on 23rd February, 2026, approved and allotted 18,50,000 fully paid-up equity shares pursuant to the conversion of the said convertible warrants, in accordance with the terms and conditions of the issue and applicable regulatory provisions.

The remaining 14,50,000 convertible warrants could not be converted within the prescribed period, as the respective warrant holders failed to remit the balance amount payable towards the issue price within the stipulated timeframe. Consequently, the said 14,50,000 convertible warrants stood cancelled and lapsed, and the amount paid towards such warrants was dealt with in accordance with the terms of the issue and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Post the preferential issue, the paid-up equity share capital of the Company stood increased on February 23, 2026 from ₹ 20,07,14,000, comprising 2,00,71,400 equity shares of ₹ 10 each fully paid up, to ₹ 21,92,14,000, comprising 2,19,21,400 equity shares of ₹ 10 each fully paid up. The proceeds are being utilised as per the objects of the preferential issue. Hence, there is no deviation or variation in the use of proceeds as per Regulation 32 of the Listing Regulations.

(₹ in thousand)

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

Name of shareholder	2025-26		2024-25	
	No. of shares held	%	No. of shares held	%
Gagandeep Multitrade Pvt. Ltd.	34,43,003	15.71	34,43,003	17.15
Dayakrishna Goyal	18,00,000	8.21	14,00,000	6.98
Dayakrishna Goyal (HUF)	19,19,000	8.75	15,19,000	7.57
Pratibha Goyal	32,86,330	14.99	22,86,330	11.39
Vikas Vijaykumar Khemani	13,80,000	6.30	13,80,000	6.88

Details of shares held by promoters and the promoter group as at March 31, 2026

Promoter name	As at March 31, 2026		As at March 31, 2025	
	No. of shares held	%	No. of shares held	%
Individuals / Hindu Undivided Family				
Pratibha Dayakrishna Goyal	32,86,330	14.99	22,86,330	11.39
D K Goyal (HUF)	19,19,000	8.75	15,19,000	7.57
Dayakrishna Goyal	18,00,000	8.21	14,00,000	6.98
Navrati Gupta	6,59,500	3.01	6,59,500	3.29
Bal Kishan Goyal	58,100	0.27	58,100	0.29
Bodies corporate				
Gagan Deep Multitrade Pvt. Ltd.	34,43,003	15.71	34,43,003	17.15
Upsurge Shares and Securities Pvt. Ltd.	3,95,000	1.80	3,95,000	1.97
Yash Securities Pvt. Ltd.	4,00,000	1.82	4,00,000	1.99
Total	**1,19,60,933**	**54.56**	**1,01,60,933**	**50.62**

- There are no shares reserved for issue under options or contracts, or commitments for the sale of shares or divestments.
- There are no shares in the preceding five years allotted as fully paid up without payment being received in cash, or as bonus shares, or bought back.

(₹ in thousand)

21. OTHER EQUITY

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory reserve pursuant to Section 45-IC of the RBI Act, 1934		
Opening balance	1,03,159.30	71,252.21
Add: transferred from surplus in the Statement of Profit and Loss	6,455.55	31,907.09
Total	**1,09,614.85**	**1,03,159.30**
Securities premium account		
Opening balance	4,27,872.00	66,000.00
Add: proceeds from preferential issue	87,412.50	3,61,872.00
Less: transferred to warrants forfeiture account	(22,837.50)	—
Total	**4,92,447.00**	**4,27,872.00**
General reserve		
Opening balance	365.13	365.13
Total	**365.13**	**365.13**
Capital reserve		
Opening balance	—	—
Add: transfer from warrants forfeiture account	26,462.50	—
Total	**26,462.50**	**—**
Money received against warrants		
Opening amount	8,250.00	—
Add: money received against warrants	13,875.00	8,250.00
Less: warrants converted into equity	(18,500.00)	—
Less: transferred to forfeiture account	(3,625.00)	—
Total	**—**	**8,250.00**
Retained earnings (surplus in the Statement of Profit and Loss)		
Opening balance	3,07,890.66	1,87,838.51
Add: profit for the year	32,277.75	1,59,535.44
Less: transfer to reserve fund under Section 45-IC(1) of the RBI Act, 1934	(6,455.55)	(31,907.09)
Less: interim dividend, F.Y. 2025-26	(10,035.70)	—
Less: interim dividend, F.Y. 2024-25	—	(7,576.20)
Amount available for appropriation	**3,23,677.16**	**3,07,890.66**
Total other equity	**9,52,566.64**	**8,47,537.09**

21. Other Equity: nature and purpose of reserves

1. Statutory reserve pursuant to Section 45-IC of the RBI Act, 1934. Every non-banking financial company is required to create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year, as disclosed in the Statement of Profit and Loss, before any dividend is declared.

2. Securities premium. The securities premium reserve is used to record the premium on issue of shares and is used for allotment of bonus shares in accordance with the provisions of the Companies Act, 2013.

(₹ in thousand)

3. General reserve. Under the erstwhile Companies Act, 1956, the general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that, if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, the total dividend distribution is less than the total distributable results for that year. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of net profit to the general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of the Companies Act, 2013.

22. INTEREST INCOME

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest on loans	33,935.25	23,441.86
Interest on deposits with banks	20,403.18	15,297.36
Interest on others	501.89	70.87
Total	**54,840.32**	**38,810.09**

For the effective interest rate, refer to Note 1(d)(i).

23. DIVIDEND INCOME

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Dividend income	8,270.43	5,028.29
Total	**8,270.43**	**5,028.29**

24. NET GAIN ON FAIR VALUE CHANGE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(A) Net gain on financial instruments at fair value through profit or loss		
On trading portfolio: investments in shares	571.55	1,48,272.05
On trading portfolio: investments in mutual funds	2,581.03	2,052.43
(B) Total net gain on fair value change	**3,152.58**	**1,50,324.48**
(C) Fair value changes		
Realised	85,756.87	86,779.02
Unrealised	(82,604.29)	63,545.46
Total	**3,152.58**	**1,50,324.48**

25. SALE OF SHARES AND SECURITIES

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Sale of shares and securities	4,07,359.02	9,18,161.66
Total	**4,07,359.02**	**9,18,161.66**

(₹ in thousand)

26. OTHER OPERATING INCOME

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Profit from trading activities	5,379.52	2,994.93
Profit from stock futures	56,473.98	16,344.06
Total	**61,853.50**	**19,338.99**

27. OTHER INCOME

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Profit on sale of capital work in progress	16,894.98	4,329.30
Other income and sundry balances written back	100.73	736.52
Total	**16,995.71**	**5,065.82**

28. FINANCE COST

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
On financial liabilities measured at amortised cost		
Interest on bank overdraft	8,960.22	6,101.10
Other interest expenses	581.70	267.65
Total	**9,541.92**	**6,368.75**

29. PURCHASES OF STOCK-IN-TRADE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Purchases of shares and securities	6,05,208.34	9,93,315.68
Total	**6,05,208.34**	**9,93,315.68**

30. CHANGE IN INVENTORIES OF STOCK-IN-TRADE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening stock: stock-in-trade	2,14,090.47	1,31,196.18
Less: closing stock: stock-in-trade	(3,46,625.13)	(2,14,090.47)
Total	**(1,32,534.66)**	**(82,894.29)**

31. EMPLOYEE BENEFITS EXPENSES

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages, bonus, etc.	7,199.81	6,445.80
Staff welfare expenses	846.05	1,123.51
Total	**8,045.86**	**7,569.31**

(₹ in thousand)

32. OTHER EXPENSES

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Electricity charges	142.73	158.83
Rent	420.00	420.00
Repairs and maintenance	170.84	281.10
Legal and professional fees	1,796.42	1,149.97
Stamp duty and filing fees	10.13	9.70
Auditors' remuneration (refer Note 41)	100.30	129.80
Business promotion	1,432.40	1,872.50
Insurance charges	33.25	35.16
Travelling and accommodation	437.38	600.76
Corporate social responsibility expenses (refer Note 42)	1,000.00	2,500.00
Listing fees and other charges	383.50	737.50
Printing, stationery and photocopying	319.76	305.41
Communication expenses	72.04	68.20
Vehicle running expenses	655.14	406.15
Office and administration	1,661.56	2,455.43
Other operating expenses	329.92	322.79
Other expenses	315.72	303.81
Provision for standard assets	38.63	344.96
Securities and commodity transaction charges	1,693.13	1,985.71
Transaction and service charges	850.36	667.08
Loss on sale of fixed assets	—	—
Provision for NPA	—	—
Total	**11,863.21**	**14,754.86**

33. TRADE RECEIVABLE AGEING SCHEDULE

Ageing for trade receivables as at March 31, 2026

Particulars	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 receivables								
Considered good	—	—	1,671.30	—	—	—	—	1,671.30
Significant increase in credit risk	—	—	—	—	—	—	—	—
Credit impaired	—	—	—	—	—	—	—	—
Disputed trade receivables								
Considered good / increase in credit risk / credit impaired	—	—	—	—	—	—	—	—
Balance at the end of the year	**—**	**—**	**1,671.30**	**—**	**—**	**—**	**—**	**1,671.30**

(₹ in thousand)

Ageing for trade receivables as at March 31, 2025

Particulars	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 receivables								
Considered good	—	—	122.63	—	—	—	—	122.63
Significant increase in credit risk / credit impaired	—	—	—	—	—	—	—	—
Disputed trade receivables	—	—	—	—	—	—	—	—
Balance at the end of the year	**—**	**—**	**122.63**	**—**	**—**	**—**	**—**	**122.63**

Ageing for other receivables as at March 31, 2026

Particulars	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed other receivables								
Considered good	—	19,847.04	74.83	—	—	—	—	19,921.87
Significant increase in credit risk / credit impaired	—	—	—	—	—	—	—	—
Disputed other receivables	—	—	—	—	—	—	—	—
Balance at the end of the year	**—**	**19,847.04**	**74.83**	**—**	**—**	**—**	**—**	**19,921.87**

Ageing for other receivables as at March 31, 2025

Particulars	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed, considered good	—	5,681.04	—	—	—	—	—	5,681.04
All other categories	—	—	—	—	—	—	—	—
Balance at the end of the year	**—**	**5,681.04**	**—**	**—**	**—**	**—**	**—**	**5,681.04**

34. TRADE AND OTHER PAYABLES AGEING SCHEDULE

Ageing for trade payables as at March 31, 2026

Particulars	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Micro and small enterprises	—	—	—	—	—	—	—	—
(b) Others	—	91.80	6,495.20	—	—	—	—	6,587.00
(c) Disputed, micro and small enterprises	—	—	—	—	—	—	—	—
(d) Disputed, others	—	—	—	—	—	—	—	—
Total	**—**	**91.80**	**6,495.20**	**—**	**—**	**—**	**—**	**6,587.00**

(₹ in thousand)

Ageing for trade payables as at March 31, 2025

Particulars	Unbilled	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Micro and small enterprises	–	–	–	–	–	–	–	–
(b) Others	–	91.80	1,234.46	–	–	–	–	1,326.26
(c) and (d) Disputed	–	–	–	–	–	–	–	–
Total	**–**	**91.80**	**1,234.46**	**–**	**–**	**–**	**–**	**1,326.26**

35 AND 36. COMMITMENTS, CONTINGENT LIABILITIES AND FOREIGN CURRENCY TRANSACTIONS

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
35. Commitments and contingent liabilities	Nil	Nil
36. Foreign currency transactions	Nil	Nil

37. EARNINGS PER SHARE

Particulars	Ref.	Year ended March 31, 2026	Year ended March 31, 2025
Net profit after tax as per the Statement of Profit and Loss	A	32,277.75	1,59,535.44
Weighted average number of equity shares for calculating basic EPS (nos.)	B	2,19,21,400	1,81,17,300
Weighted average number of equity shares for calculating diluted EPS (nos.)	C	2,19,21,400	2,14,17,300
Basic earnings per equity share (₹), face value ₹ 10 per share	**A/B**	**1.47**	**8.81**
Diluted earnings per equity share (₹), face value ₹ 10 per share	**A/C**	**1.47**	**7.45**

38. REMUNERATION TO DIRECTORS

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Managerial remuneration	2,400.00	1,950.00
Total	**2,400.00**	**1,950.00**

39. SEGMENT INFORMATION (IND AS 108)

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.

(₹ in thousand)

40. DISCLOSURE PURSUANT TO IND AS 12 "INCOME TAXES"

A. Income tax recognised in the Statement of Profit and Loss

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current tax	26,368.74	28,854.96
Adjustment in respect of current income tax of prior years	54.79	(1,191.42)
Deferred tax (benefit)/charge	(8,643.08)	10,130.20
Total	**17,780.45**	**37,793.74**

B. Reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Accounting profit before tax	50,058.20	1,97,329.18
At India's statutory income tax rate of 25.168% (2025: 25.168%)	12,598.65	49,663.81
Adjustment in respect of current income tax of prior years	54.79	(1,191.42)
Tax at the special rate of 14.30%	8,135.83	16,548.53
Tax at the special rate of 22.88%	6,003.16	201.18
CSR expenditure not allowable for tax purposes	251.68	629.20
Others	(9,263.66)	(28,057.56)
Income tax expense reported in the Statement of Profit and Loss	**17,780.45**	**37,793.74**
Effective income tax rate (%)	**35.52**	**19.15**

C. Deferred tax

The following tables show deferred tax recorded in the balance sheet and the changes recorded in the income tax expense.

Particulars	Deferred tax assets as at March 31, 2026	Deferred tax liabilities as at March 31, 2026	Deferred tax charge/(credit) for the year ended March 31, 2026
Property, plant and equipment	48.67	–	3.11
Fair valuation of financial instruments	43.91	–	(11,805.61)
Stock valuation difference	–	1,579.71	3,159.42
Total	**92.58**	**1,579.71**	**(8,643.08)**

Particulars	Deferred tax assets as at March 31, 2025	Deferred tax liabilities as at March 31, 2025	Deferred tax charge/(credit) for the year ended March 31, 2025
Property, plant and equipment	51.78	–	(51.78)
Fair valuation of financial instruments	–	11,761.70	11,761.70
Stock valuation difference	1,579.71	–	(1,579.71)
Total	**1,631.49**	**11,761.70**	**10,130.21**

(₹ in thousand)

41. AUDITORS' REMUNERATION

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Audit fees*	70.80	70.80
Tax audit and other matters*	29.50	29.50
Other services (certification fees)*	—	29.50
Total	**100.30**	**129.80**

*The above fees are inclusive of GST in the current year and the previous year.

42. CORPORATE SOCIAL RESPONSIBILITY EXPENSES

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
a. Gross amount required to be spent by the Company during the year	1,702.97	1,685.81
b. Amount approved by the Board to be spent during the year	1,702.97	1,685.81
c. Excess paid in the previous year	814.19	—
d. Amount spent during the year, on purposes other than construction or acquisition of any asset		
Paid in cash	1,000.00	2,500.00
Excess paid	(111.23)	(814.19)
Total	**1,702.97**	**1,685.81**

There is no shortfall in the CSR amount required to be spent by the Company as per Section 135(5) of the Act for the financial years ended March 31, 2026 and March 31, 2025.

Nature of CSR activities: running and building hospitals, hostels and schools to help poor students pursue education, providing scholarships to students, and any other help or assistance.

The Company has neither made any CSR contributions towards its related parties nor recorded any provision for CSR expenditure during the financial years ended March 31, 2026 and March 31, 2025.

43. MICRO, SMALL AND MEDIUM ENTERPRISES

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

44. RELATED PARTY DISCLOSURES (IND AS 24)

1. Relationship between the Company and related parties

Name	Relationship
(a) Key management personnel	
Dayakrishna Goyal	Managing Director
Pratibha Goyal	Director
Satish Gupta	Independent Non-Executive Director
Vivek Jain	Independent Non-Executive Director
(b) Entities where key management personnel have significant influence	
Sankalp Properties Pvt. Ltd.	Entity under significant influence of KMP
Gagan Deep Multitrade Pvt. Ltd.	Entity under significant influence of KMP

(₹ in thousand)

44. Related Party Disclosures: list of related parties with whom transactions have taken place

Particulars	Related party	31st March, 2026	31st March, 2025
Rent paid	Sankalp Properties Pvt. Ltd.	420.00	420.00
Managerial remuneration	Dayakrishna Goyal	2,400.00	1,950.00
Subscription of equity shares under preferential issue	Dayakrishna Goyal	21,900.00	10,950.00
Subscription of convertible warrants under preferential issue	Dayakrishna Goyal HUF	21,900.00	7,300.00
Subscription of convertible warrants under preferential issue	Pratibha Goyal	54,750.00	18,250.00

45. FINANCIAL RATIOS

SN	Particulars	Numerator	Denominator	2025-26	2024-25	Variance (%)*
(a)	Debt-equity ratio	Total debt	Shareholders' equity	0.04	0.00	2,064.02
(b)	Debt service coverage ratio	Earnings available for debt service	Debt service	4.41	26.09	(83.09)
(c)	Return on equity ratio	Net profit after taxes	Average shareholders' equity	0.03	0.22	(87.03)
(d)	Inventory turnover ratio	Cost of goods sold or sales	Average inventory	1.45	6.22	(76.65)
(e)	Trade receivables turnover ratio	Net credit sales	Accounts receivable	243.74	7,487.25	(96.74)
(f)	Net profit ratio	Net profit	Net sales	0.08	0.17	(54.40)
(g)	Return on capital employed	Earnings before interest and taxes	Capital employed	0.05	0.19	(73.83)
(h)	Return on investment	Gain on investment	Investment at year end	0.01	0.50	(100.00)

*Remarks on ratios having a variance of more than 25%

SN	Particulars	Remark
(a)	Debt service coverage ratio	Decrease in the debt service coverage ratio due to the increase in earnings available for debt service.
(b)	Return on equity ratio	Decrease in the return on equity ratio due to the significant change in profit.
(c)	Inventory turnover ratio	Movement in the inventory turnover ratio due to the change in sales.
(d)	Net profit ratio	Decrease in the net profit ratio due to the change in net profit.
(e)	Return on capital employed	Decrease in the return on capital employed due to the change in current year profit.
(f)	Return on investment	Decrease in the return on investment due to the change in gain on fair value changes.

46. RISK MANAGEMENT

i. Risk disclosures

The 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 organisational 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. EAD is taken as the gross exposure under a facility upon default of an obligor. The amortised principal and the interest accrued are considered as EAD for the purpose of ECL computation. The advances have been bifurcated into the following three stages:

- **Stage 1:** advances with low credit risk and where there is no significant increase in credit risk. Hence, advances up to 0 to 29 days are classified as Stage 1.
- **Stage 2:** advances with a significant increase in credit risk. Hence, advances from 30 to 89 days are classified as Stage 2.
- **Stage 3:** advances that have defaulted, or credit impaired advances. Hence, advances 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 a Stage 3 loan.

b. 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.

c. 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 part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeliness 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 ECL calculations, 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 becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

It is the Company's policy to consider a financial instrument as cured, and therefore reclassified out of Stage 3, when the borrower makes the necessary payments and 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.

47. OTHER STATUTORY INFORMATION

a. The Company does not have any Benami property where any proceeding has been initiated or is pending against the Company 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 the 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 a wilful 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 funds from any person(s) or entity(ies), including foreign entities (Funding Party), with the understanding, whether recorded in writing or otherwise, that the Company shall (i) directly or indirectly finance 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 does not have any transaction which is not recorded in the books of account 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.

48. REGROUPING

Previous year figures have been regrouped or 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
Mumbai, 26th May, 2026

For and on behalf of the Board
Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539
Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Pratibha Goyal
Director
DIN: 00399056
Sd/-
Daya D Savani
Company Secretary

07



SECTION SEVEN

RBI Disclosures

The schedule to the balance sheet and the additional disclosures required of a non-deposit taking non-banking financial company.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in thousand)

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

Liabilities side

SN	Particulars	Amount outstanding	Amount overdue
1. Loans and advances availed by the NBFC, inclusive of interest accrued thereon but not paid			
(a)	Debentures: secured	—	—
	Debentures: unsecured (other than falling within the meaning of public deposits*)	—	—
(b)	Deferred credits	—	—
(c)	Term loans	—	—
(d)	Inter-corporate loans and borrowing	—	—
(e)	Commercial paper	—	—
(f)	Public deposits*	—	—
(g)	Other loans: overdraft balance with banks secured against fixed deposits	46,083.83	—
2. Break-up of (1)(f) above: outstanding public deposits, inclusive of interest accrued thereon but not paid			
(a)	In the form of unsecured debentures	—	—
(b)	In the form of partly secured debentures where there is a shortfall in the value of security	—	—
(c)	Other public deposits	—	—

*Please see Note 1 below.

Assets side

SN	Particulars	Amount outstanding	Amount overdue
3. Break-up of loans and advances including bills receivable (other than those included in (4) below)			
(a)	Secured	1,65,825.99	—
(b)	Unsecured	67,896.68	—
4. Break-up of leased assets and stock on hire and other assets counting towards AFC activities			
i (a)	Lease assets including lease rentals under sundry debtors: financial lease	—	—
i (b)	Lease assets including lease rentals under sundry debtors: operating lease	—	—
ii (a)	Stock on hire including hire charges under sundry debtors: assets on hire	—	—
ii (b)	Stock on hire including hire charges under sundry debtors: repossessed assets	—	—
iii (a)	Other loans counting towards AFC activities: loans where assets have been repossessed	—	—
iii (b)	Other loans counting towards AFC activities: loans other than (a) above	—	—

(₹ in thousand)

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

5. Break-up of investments: current investments

SN	Particulars	Amount outstanding	Amount overdue
5. Break-up of investments: current investments, quoted			
(i)	Shares: (a) equity	—	—
	Shares: (b) preference	—	—
(ii)	Debentures and bonds	—	—
(iii)	Units of mutual funds	—	—
(iv)	Government securities	—	—
(v)	Others	—	—
Current investments, unquoted			
(i) to (v)	Shares (equity and preference), debentures and bonds, units of mutual funds, government securities and others	—	—

5. Break-up of investments (continued): long-term investments

SN	Particulars	Amount outstanding	Amount overdue
Quoted			
(i)	Shares: (a) equity	2,51,159.35	—
	Shares: (b) preference	—	—
(ii)	Debentures and bonds	—	—
(iii)	Units of mutual funds	54,750.17	—
(iv)	Government securities	—	—
(v)	Others	—	—
Unquoted			
(i) to (v)	Shares (equity and preference), debentures and bonds, units of mutual funds, government securities and others	—	—

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

Please see Note 2 below. Amounts are net of provisions.

Category	Secured	Unsecured	Total
1. Related parties**			
(a) Subsidiaries	—	—	—
(b) Companies in the same group	—	—	—
(c) Other related parties	—	—	—
2. Other than related parties	1,65,825.99	67,896.68	2,33,722.67
Total	**1,65,825.99**	**67,896.68**	**2,33,722.67**

(₹ in thousand)

7. Investor group-wise classification of all investments (current and long term) in shares and securities, both quoted and unquoted

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	—	3,06,636.00
Total	**—**	**3,06,636.00**

**As per the Accounting Standards of the ICAI. Please see Note 3 below.

8. Other information

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 the Non-Banking Financial Company — Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
2. Provisioning norms shall be applicable as prescribed in the 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 the ICAI are applicable, including for the 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 value, fair value or 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 **M/s Jain & Trivedi**
Chartered Accountants
FRN: 113496W
Sd/-
Satish Trivedi
Partner · M. No. 038317
Mumbai, 26th May, 2026

For and on behalf of the Board
Sd/-
Dayakrishna Goyal
Managing Director
DIN: 00398539
Sd/-
Mayank Goyal
Chief Financial Officer

Sd/-
Pratibha Goyal
Director
DIN: 00399056
Sd/-
Daya D Savani
Company Secretary