Upsurge Investment & Finance Ltd.

September 05, 2022

To,
BSE Ltd.,
Listing Department,
P.J. Towers, 1st Floor,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 531390

Sub: Notice of 28th Annual General Meeting of the Company for the financial year 2021-2022

Dear Sir/Madam,

We wish to inform you that 28th Annual General Meeting of the Company will be held on Friday, 30th September, 2022 at 1.00 pm through Video Conference ("VC")/ other Audio Visual Means (OVAM), in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities & Exchange Board of India.

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015, the notice along with the explanatory statement of the 28th Annual General Meeting of the Company is enclosed herewith.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Upsurge Investment & Finance Limited

Dayakrishna Goyal
Managing Director

Encl.: as above

NOTICE OF THE 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth (28th) Annual General Meeting of the Members of **UPSURGE INVESTMENT AND FINANCE LIMITED** will be held on Friday, 30th September, 2022 at 1.00 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("VC"/" OAVM") facility, to transact the following business(es):

ORDINARY BUSINESS:

1. **Adoption of Audited Standalone Financial Statements**

   To consider and adopt the Audited Financial Statements of the company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.

2. **Appointment of a Director retiring by rotation**

   To appoint a Director in place of Mrs. Pratibha Goyal (DIN: 00399056), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

3. **Appointment of M/s Jain & Trivedi, Chartered Accountants as Statutory Auditor of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment or re-enactment thereof, for the time being in force) and pursuant to the recommendation of Audit committee, M/s Jain & Trivedi, Chartered Accountants, Mumbai (Firm Registration No.:113496W) be and is hereby re-appointed as Statutory Auditor of the Company to hold office for a further term of five consecutive years from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in Year 2027-28 on such remuneration and terms and conditions as set out in explanatory statement to this notice.

   RESOLVED FURTHER THAT Board of Directors of the company, be and are hereby authorized to file the necessary documents/ form(s) with the Registrar of companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

SPECIAL BUSINESS:

4. **To consider and reappoint Mr. Dayakrishna Goyal as Chairman and Managing Director of the company;**

   "RESOLVED THAT pursuant to Section 196, 197, 198 and 203 read with Part II, of Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of shareholders be and is hereby accorded for the re-appointment of Mr. Dayakrishna Goyal (DIN: 00398539) as Chairman and Managing Director of the Company, for a period of five (5) years with effect from 29th July, 2022 to 28th July, 2027 at a remuneration inclusive of perquisites, on the terms and conditions set out herein under, with the authority to Board/Nomination and Remuneration Committee to alter/vary the terms and conditions of the said re-appointment, including as to remuneration without further reference to the shareholders of the Company, as it may deem fit and fix the quantum, composition and periodicity of the remuneration payable to Mr. Dayakrishna Goyal, subject however that the remuneration after alteration/variation does not exceed the limit prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Goyal shall be such amount as may be fixed by the Board from time to time but shall not exceed the maximum limit prescribed under Companies Act, 2013 at any point of time and that the terms and conditions of the aforesaid remuneration payable to said Managing Director be varied/altered / revised within said overall limit, in such manner as may be required.

RESOLVED FURTHER THAT where in any Financial Year the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by Board of Directors of the Company from time to time shall be paid as remuneration.

RESOLVED FURTHER THAT the Company approves the remuneration where in the event of no profits or inadequate profits in any financial year during the currency of Mr. Dayakrishna Goyal's tenure, the Company shall pay Mr. Goyal, the existing remuneration or any other amount as may be decided by Board as minimum remuneration subject to maximum remuneration shall not exceed the limit prescribed under Part II, of Schedule V of the Act.

a) Term of appointment: - Five years with effect from July 29, 2022.
b) Salary: Rs. 1,25,000/- (Rupees One Lakhs Twenty Five Thousand Only) per month payable monthly. The increment will be decided by the Board of Directors of the Company.
c) Perquisites:
    i) Leave travel allowance for self and family once in a year as per rules of the Company.
    ii) Medical expenses actually incurred by him and his family subject to maximum of one month salary
    iii) Club fees
    iv) Provision for use of car for official business and personal use of the car will be billed to him.
    v) Provision for telephone at residence-personal long distance calls will be billed to him.
    vi) Medical & personal accident insurance.
d) Gratuity will be payable as per Rules of the Company.
e) Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

Minimum Remuneration:

Notwithstanding anything to the contrary contained herein above, wherein in any financial year, during the currency of the tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company will pay salary, perquisites and allowances as specified above to the Chairman & Managing Director or any other amount as may be decided by Board as minimum remuneration to him subject to the provisions contained in Section 196, 197, 198 and 203 read with Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Chairman & Managing Director so long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of directors or Committees thereof.

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorized to file statutory application and other forms, and to do all such acts, deeds and things as may be necessary and incidental to give effect to the aforesaid Resolution.**"**

By Order of the Board

Diksha Joshi
Company Secretary
ACS: 66150

Mumbai, dated 30th August 2022

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM till 31st December, 2022. Accordingly, the 28th AGM is being conducted through VC/OAVM, hereinafter called as 'e-AGM'.
2. The deemed venue for the 28thAGM shall be the registered office of the Company at Office No. 303, Morya Landmark I, Behind Crystal Plaza, Off New Link Road, Andheri (West) Mumbai-400053.
3. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars and SEBI Circular dated May 13, 2022. Hence, no proxy form has been sent along with this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
4. No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.
5. Explanatory statement in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in respect of Statutory Auditor seeking re-appointment, has been annexed to the notice.
6. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of Director seeking appointment / reappointment at the 28th AGM, forms integral part of the Notice. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
7. The Members may join the 28th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 12.45 P.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 28th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 28th AGM. Members may note that the VC/ OAVM Facility, allows participation of at least 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 28th AGM without any restriction on account of 'first come first served' basis.
8. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act.2013. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, September 23, 2022.
9. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
10. In Compliance with the Circulars issued by the MCA and SEBI, the Annual Report for the year 2021-22 including Notice of the 28th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.

    Further, the Annual Report including Notice of the 28th AGM of the Company will also be available on the website of the Company at www.upsurgeinvestment.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for

providing the remote e-voting facility and e-Voting system during the 28th AGM) i.e. www.evotingindia.com.

11. Pursuant to section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Friday, September 30, 2022 (both days inclusive) for the purpose of 28th Annual General Meeting.
12. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
13. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent i.e. Adroit Corporate Services Pvt. Ltd.
14. During the 28th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, which will be available on website of the Company.
15. The Company has designated an exclusive Email-id info@upsurgeinvestment.com for redressal of Members complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
16. Members who are yet to encash their earlier dividend warrants for the dividend in FY 2017-18and FY 2021-22 are requested to contact the office of the Company Secretary & Compliance Officer/Adroit Corporate Services Private Limited, Registrar and Transfer Agent (RTA) of the Company for revalidation of the dividend warrants/issue of fresh demand drafts. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2022 on the website of the Company at www.upsurgeinvestment.comand also on the website of the Ministry of Corporate Affairs.
17. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2021 may visit the Company's website at www.upsurgeinvestment.comor send their queries at cs@upsurgeinvestment.comat least Seven (7) days before the date of 28th AGM. The same will be replied by/ on behalf of the Company suitably.
18. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Adroit Corporate Services Pvt. Ltd at info@adroitcorporate.com.

    Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. if the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
19. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents

(including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.

Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail addresses from some of its Members, Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

Registration of email ID and Bank Account details:

a. In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.
b. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
    - In case of shares in physical form, please inform M/s Adroit Corporate Services Private Limited, RTA of the company, by enclosing the photocopy of blank cancelled cheque of your Bank Account.
    - In the case of Shares held in Demat mode, please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

20. In case of joint holders attending the 28th AGM, the member whose name appears as the first holder in the order of names will be entitled to vote.
21. SEBI vide its circular dated 25 January 2022, has mandated listed companies to henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate sharecertificates, transmission, transposition, etc. Accordingly, members who still hold share certificates inphysical form are advised to dematerialise their holdings.
22. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 28th AGM using electronic voting system ('remote e-voting') and e-voting (during the 28th AGM), provided by CDSL and the business may be transacted through such voting.

    Only those Members who will be present in the 28th AGM through VC / OAVM facility and 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 e-voting system during the 28th AGM.
23. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman (who shall counter sign the same) after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company's website, www.upsurgeinvestment.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

i. The voting period begins on Tuesday, 27th September 2022 at 9:00 A.M. (IST) and ends on Thursday, 29th September 2022 at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting menu, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provideri.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

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

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

ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

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

xii. 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.

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

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

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

xvi. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting Only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.comand on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;bkg_satyam@yahoo.com and investor@upsurgeinvestment.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The

shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESSES FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.comor call on 022-23058542/43.

Registered Office:
Office No. 303, Morya Landmark I
Behind Crystal Plaza, Off New Link Road,
Andheri (West), Mumbai - 400 053
CIN: L67120MH1994PLC079254

By Order of the Board

Diksha Joshi
COMPANY SECRETARY
ACS: 66150

Mumbai, dated 30th August, 2022

ANNEXURE TO AGM NOTICE

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

Name of the Director	Mrs. Pratibha Goyal
DIN	00399056
Age	47
Date of first appointment in the current designation	30/09/2014
Qualification	B.Com
Brief Resume	She has working for social causes and has been helping the needy since years. She is associated with many social groups.
Experience (including expertise in specific functional area)	She is a social worker and has extended her hand towards the betterment of the society at large.
Directorships and Committee member-ships held in other listing Companies as on 31.03.2022	Mrs. Goyal is not a director on the board of any other Listed company.
List of Companies in which Director resigned in the past three years	Nil
Inter-se relationship between directors	Mrs. Goyal is Wife of Mr. Dayakrishna Goyal, who is Managing Director of the company.
No. of Meetings of the Board attended	9 out of 9 in the F.Y. 2021-22
Details of remuneration last drawn	Nil
Number of Shares held in the Company	15,87,543
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

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

ITEM NO. 3: APPOINTMENT OF M/S JAIN & TRIVEDI, CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR OF THE COMPANY

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the five year term of M/s. Jain & Trivedi, Chartered Accountants, as statutory auditor of the Company will get over upon conclusion of this Annual General Meeting ('AGM'). The Board of Directors at its meeting held on 30th August, 2022, on the recommendation of the Audit Committee, approved the appointment of, Chartered Accountants, (FRN: 113496W) as the Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in 2027-28 subject to the approval of the shareholders, to audit the Financial Statements of the Company.

The Company has received necessary certificates and written consent from M/s Jain & Trivedi, Chartered Accountants, stating that their appointment, if made, will be in accordance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and SEBI (LODR) Regulations, 2015.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 3 in relation to the appointment M/s Jain & Trivedi, Chartered Accountants, as the Statutory Auditors of the Company, for approval by the Members of the Company.

Disclosure pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s Jain & Trivedi, Chartered Accountants towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements)for financial year 2022- 23 shall be Rs. 85,000 p.a.
Terms of appointment	The term of appointment of M/s Jain & Trivedi, Chartered Accountants, shall befor a period of five consecutive financial years starting from the conclusion of the 28th Annual General Meeting of the Company till the conclusion of the 33rd Annual General Meeting of the Company
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The total audit fees payable to M/s Jain & Trivedi, Chartered Accountants, the Statutory Auditors for financial year 2022-23 will be Rs. 85,000/- excluding applicable taxes and reimbursements).
Basis of recommendation and auditor Credentials	M/s Jain & Trivedi, Chartered Accountants is governed by the Chartered Accountants Act, 1949 (the 'Act') and as per the provisions of the Act, firm is subject to peer reviews which are conducted regularly by the Institute of Chartered Accountants of India (ICAI). The Firm serves many clients across various sectors. **Brief Profile of Statutory Auditors** M/s Jain & Trivedi, Chartered Accountants, registered with Institute of Chartered Accountants of India (ICAI) having its office at Mumbai is an Accounting and Taxation Firm. It has expanded to cover a wide area of audit, taxation, management consultancy and financial advisory services.

ITEM NO. 4:

The term of Mr. Dayakrishna Goyal as a Chairman & Managing Director of the Company has been completed on 28th July, 2022. The Board of Directors on the recommendation of the Nomination and Remuneration Committee at their respective meeting held on 23rd May, 2022 have re-appointed him as a Chairman & Managing Director of the Company for a further period of five (5) years with effect from 29th July, 2022 to 28th July, 2027 subject to obtaining the requisite approval of shareholders at the ensuing Annual General Meeting. Their re-appointment and remuneration is in terms of Section 196, 197, 198 and 203 read with Part II, of Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Mr. Dayakrishna Goyal is a first generation entrepreneur and Indian businessman. He is a graduate in commerce and possesses Chartered Accountancy degree. He is Chairman & Managing Director of the company. Mr. Goyal lead the initiative of conceptualizing, establishing and nurturing "Upsurge". He has 31 years of long, in depth experience in fields of finance and capital markets to his credit.

His ability of judgment of high growth oriented mid/small-size companies in very early stage is unmatchable. He is known in the business circle for this analytical power. He has spent a major part of his carrier in corporate lending, Investments in primary and secondary markets and advisory to small to mid size companies. He has wide network of contacts in Corporate Investment and Finance sector.

Mr. Dayakrishna Goyal is a Director in the following companies:

i. Gagan Deep Multitrade Private Limited
ii. Yash Securities Pvt. Ltd
iii. Upsurge Shares & Securities Private Limited

The Board therefore recommends the resolution for your approval.

Except Mr. Dayakrishna Goyal and his relatives, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

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

Name of the Director	Mr. Dayakrishna Goyal
DIN	00398539
Age	54
Date of first appointment in the current designation	29/07/2007
Qualification	Chartered Accountant and Graduate in Commerce
Brief Resume	Mr. Dayakrishna Goyal is a first generation entrepreneur and Indian businessman. Mr. Goyal lead the initiative of conceptualizing, establishing and nurturing "Upsurge".
Experience (including expertise in specific functional area)	He has 31 years of long, in depth experience in fields of finance and capital markets to his credit. His expertise lies into investment in midsize companies at very early stage.

Directorships and Committee member-ships held in other listing Companies as on 31.03.2022	Mr. Goyal is not a director on the board of any other Listed company
List of Companies in which Director resigned in the past three years	Nil
Inter-se relationship between directors	Mr. Goyal is husband of Mrs. Pratibha Goyal, who is Non- Executive Director of the company.
No. of Meetings of the Board attended	9 out of 9 in the F.Y. 2021-22
Details of remuneration last drawn	Rs.1,25,000./- p.m. (Rupees One Lakh Twenty Five Thousand only)
Remuneration proposed to be paid	Rs.1,25,000./- p.m. (Rupees One Lakh Twenty Five Thousand only)
Number of Shares held in the Company	12,50,000
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

By Order of the Board

Diksha Joshi
Company Secretary
ACS: 66150

Mumbai, dated 30th August, 2022