Upsurge Investment & Finance Ltd.

Date: 1st October 2021

To,
The Secretary
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Security Code: 531390
Sub: Details of Voting Results through Remote E-voting and Electronic Means under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with Consolidated Scrutinizer's Report.

Dear Sir/ Madam,

This is to inform you that 28th Annual General Meeting (For the Financial Year 2021-22) (**"AGM"**) of the Company was held on Friday, 30th September 2022 at 1.00 P.M. (IST) and concluded at 1.16 P.M. (IST) through video conferencing (VC) /other audio visual means. (**OAVM**) facility.

The Company had provided remote e-voting facility to the Members on resolutions proposed to be considered at the AGM from Tuesday, September 27, 2022 (9.00 A.M. IST) to Thursday, September 29, 2022 (5.00 P.M. IST) on the e-voting portal of Central Depository Services (India) Limited (**"CDSL"**). Further, those Members, who have not voted through Remote E-voting facility, were provided facility to e-vote during the AGM.

All items of business contained in the Notice of the 28th Annual General Meeting were approved by the Members with requisite majority. The details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, is enclosed herewith in the prescribed format as **Annexure – 1.**

We are also enclosing the Consolidated Report of the Scrutinizer on remote e-voting prior and e-voting at the AGM annexed here. The above are also being uploaded on the Company's website at www.upsurgeinvestment.com .

This is for your information and records.

Thanking you
Yours faithfully
FOR UPSURGE INVESTMENT & FINANCE LIMITED

DIKSHA JOSHI
Digitally signed by DIKSHA JOSHI
Date: 2022.10.01 14:22:54 +05'30'

Diksha Joshi
Company Secretary & Compliance Officer

Encl: As above

Upsurge Investment & Finance Ltd.

Annexure-1

A. DETAILS OF THE PROCEEDINGS OF THE MEETING

S. No.	Particulars	Details
1	Date of AGM	September 30, 2022
2	Total No. of Shareholders as on Cut-off Date i.e. Monday, September 23, 2022 for voting purpose	3738
	No. of Shareholders present in the AGM either in person or through proxy	Not Applicable
	Total No. of shareholders attended the AGM through Video Conferencing and other Audio-Visual Means facility: (a). Promoter and Promoter Group(s) : (b). Public :	 8 37

B. RESULTS OF THE MEETING

S. No.	Agenda	Type of Resolution *(Ordinary /Special)*	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, including Balance Sheet as at 31st March, 2022 and Statement of Profit & Loss and Cash Flow Statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority
2	To appoint a Director in place of Mrs. Pratibha Goyal [DIN: 00399056], who retires by rotation, and being eligible,offers herself for re-appointment	Ordinary Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority
3	To Re-appoint M/s Jain & Trivedi, Chartered Accountants as Statuory Auditor of the Company	Ordinary Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority
4	To Consider and Re-appoint Mr. Dayakrishna Goyal as Chairman and Managing Director of the Company.	Ordinary Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority

C. RESULTSWISE DETAILS OF VOTING RESULTS: Details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations, as attached

"Annexure –I

DETAILS OF VOTING RESULTS

Company Name	UPSURGE INVESTMENT AND FINANCE LIMITED
Details of Remote E-voting	**Date of the AGM** :Friday, September 30, 2022 **Voting Start Date:** Tuesday, September 27, 2022 (9.00 A.M IST) and **Voting End Date:** Thursday, September 29, 2022 (5.00P.M. IST)
Total number of shareholders on record date	3738
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NIL
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	8 37

Agenda- wise disclosure

Resolution No. 1 required: (ORDINARY)			**To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March 2022 and the Reports of the Directors and Auditors thereon.**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**NO**					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	7554823	75,54,823	100	75,54,823	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Institutions	**E-Voting**	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Non Institutions	**E-Voting**	75,97,577	22,95,967	30.22	22,95,945	22	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Total		15152400	98,50,790	65.01	98,50,768	22	100.00	0.00

The above Resolution was passed with requisite majority.

Resolution No. 2 required: (ORDINARY)			**To appoint a Director in place of Mrs. Pratibha Goyal [DIN: 00399056], who retires by rotation, and being eligible, offers herself for re-appointment.**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**YES**					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	7554823	59,67,280	78.99	59,67,280	0	78.99	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Institutions	**E-Voting**	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Non Institutions	**E-Voting**	75,97,577	22,95,967	30.22	22,95,945	22	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Total		15152400	82,63,247	54.53	82,63,225	22	100	0

The above Resolution was passed with requisite majority. However, Mrs. Pratibha Goyal was interested in the above resolution Hence, Votes of Mrs. Pratibha Goyal were not counted for the same.

Resolution No. 3 required: (ORDINARY)	**To Re-appointment of M/s Jain & Trivedi, Chartered Accountants as Statutory Auditor of the Company.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75,54,823	75,54,823	100	7554823	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Non Institutions	E-Voting	75,97,577	22,95,967	30.22	22,95,945	22	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Total		15152400	98,50,790	65.01	98,50,768	22	100	0

The above Resolution was passed with requisite majority.

Resolution No. 4 required: (ORDINARY)		To consider and reappoint Mr. Dayakrishna Goyal as Chairman and Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75,54,823	63,04,823	83.45	63,04,823	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0

	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Non Institutions	**E-Voting**	75,97,577	22,95,967	30.22	22,95,945	22	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Total		15152400	86,00,790	56.76	86,00,768	22	100	0

The above Resolution was passed with requisite majority.

B K G & Associates
Chartered Accountants

1/12, Ramesh Bhavan, 89, TambaKanta, Mumbai-400 003 ; +919322236105

Date: October 1, 2022

SCRUTINIZER'S REPORT

To,
Mr. Daya krishna Goyal
Chairman of 28th Annual General Meeting of Shareholders of
U**PSURGE INVESTMENT AND FINANCE LIMITED**
Office No. 303, Morya Landmark- I,
Behind Crystal Plaza,
Off New Link Road,
Andheri (W), Mumbai- 400053

[CIN: L67120MH1994PLC079254]

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 28th Annual General Meeting of Upsurge Investment And Finance Limited, for the Financial Year 2021-22, held on Friday, September 30, 2022 at 1:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.

I Brij Kishor Gupta, Partner of BKG & Associates, Practicing Chartered Accountant (FRN: 114852W) had been appointed as Scrutinizer pursuant to Sections 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and e-voting process in respect of the below mentioned resolutions proposed at the 28thAnnual General Meeting ("**AGM**") of Upsurge Investment And Finance Limited ("**The Company**"), held on Friday, September 30, 2022 at 1:00 P.M. (IST) through Video Conferencing (**'VC'**) / Other Audio Visual Means (**'OAVM'**).

The Management of the Company is responsible to ensure the compliances of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of the AGM. My responsibilities as scrutinizer is restricted to make a scrutinizer's report of the votes cast '**For'** or '**Against'** the Resolutions stated in the Notice.

Report on scrutiny:

1. The AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of AGM of the Company on Friday, September 30, 2022 at 1.00 P.M. (IST) through VC / OAVM to transact the business, as set out in the AGM Notice, as stated above, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued by MCA and SEBI permitting the Companies to hold General Meetings without the physical presence of Members at a common venue. The dispatch of the Notice of AGM through e-mails was completed on Monday, September 5, 2022.

B K G & Associates
Chartered Accountants

1/12, Ramesh Bhavan, 89, TambaKanta, Mumbai-400 003 ; +919322236105

2. The Company had availed the remote e-voting and e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting/e-voting by the Shareholders of the Company.

3. The remote e-voting commenced from Tuesday, September 27, 2022 (9.00 A.M. IST) and ended on Thursday, September 29, 2022 (5.00 P.M. IST) and at the end of remote e-voting period, voting portal of service provider was blocked forthwith.

4. Members who had not casted their vote by remote e-voting were allowed to do e-voting at the AGM.

6. The Equity Shareholders holding shares as on Cut-off date i.e.Friday, September 23, 2022, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.

7. After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

8. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

9. I now submit my consolidated Report as under on the result of the remote e-voting and e-voting in respect of the following resolutions.

S.No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021, including Balance Sheet as at 31st March, 2021 and Statement of Profit & Loss and Cash Flow Statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2	Ordinary Resolution	To appoint a Director in place of Mrs. Pratibha Goyal [DIN: 00399056], who retires by rotation, and being eligible, offers herself for re-appointment.
3	Ordinary Resolution	To Re-appointment of M/s Jain & Trivedi, Chartered Accountants as Statutory Auditor of the Company.
4	Ordinary Resolution	To consider and reappoint Mr. Dayakrishna Goyal as Chairman and Managing Director of the Company.

B K G & Associates
Chartered Accountants

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Consolidated report on result of voting through remote e-voting prior and e-voting during the AGM is as under:

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid		Total No. of votes
		No.	%	No.	%	No.	%	
Item No. 1	Remote E-voting	9850768	100%	22	0.00%	Nil	-	9850790
	E-voting At AGM	Nil	Nil	Nil	-	Nil	-	-
	Total	**9850768**	**100%**	**22**	**0.00%**	**NIL**	**-**	**9850790**
Item No. 2	Remote E-voting	8263225	83%	22	0.00%	1587543	16.12%	9850790
	E-voting At AGM	Nil	Nil	Nil	-	Nil	-	-
	Total	**8263225**	**83%**	**22**	**0.00%**	**1587543**	**16.12%**	**9850790**
Item No. 3	Remote E-voting	9850768	100%	22	0.00%	Nil	-	9850790
	E-voting At AGM	Nil	Nil	Nil	-	Nil	-	-
	Total	**9850768**	**100%**	**22**	**0.00%**	**NIL**	**-**	**9850790**
Item No. 4	Remote E-voting	8600768	100%	22	0.00%	Nil	-	8600790
	E-voting At AGM	Nil	Nil	Nil	-	Nil	-	-
	Total	**8600768**	**100%**	**22**	**0.00%**	**NIL**	**-**	**8600790**

B K G & Associates
Chartered Accountants

1/12, Ramesh Bhavan, 89, TambaKanta, Mumbai-400 003 ; +919322236105

1. Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the AGM to announce the results of the meeting.

2. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman.

Thanking You

Yours Sincerely,

For BKG & ASSOCIATES
Chartered Accountants
(FRN. 114852W)

Brij Kishor Gupta

Digitally signed by Brij Kishor Gupta
Date: 2022.10.01 13:24:48 +05'30'

Brij Kishor Gupta
Partner
M.No. 040889
UDIN: **22040889AXXZNB4959**
Place: Mumbai
Date: 01st October 2022