



18th

Annual Report
2011-2012

Upsurge Investment & Finance Limited



Upsurge Investment & Finance Ltd.

BOARD OF DIRECTORS

Shri D.K.Goyal
Shri Hansraj Goyal
Shri Balkishan Goyal
Shri Dinesh Vijayvargia

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Ms. Swati Dhoundiyal

AUDITORS

M/s Bansal Bansal & Co
Chartered Accountants

**REGISTRAR & SHARE
TRANSFER AGENT**

Sharex Dynamic (India) Pvt. Ltd.
Unit No. 1, Luthra Industrial premises,
1st floor, M Vasanti Marg, Andheri Kurla Road,
Safed Pool, Andheri (East), Mumbai 400072.
Tel No.: 22641376/22702485 Fax: 22641349

REGISTERED OFFICE

Office No. 303, Morya Landmark-I
Behind Crystal Plaza, New Link Road,
Andheri (West), Mumbai- 400 053
Tel No. : 67425441 Fax: 67425440

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Upsurge Investment & Finance Ltd.

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of “**UPSURGE INVESTMENT & FINANCE LTD.**” will be held at Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (West), Mumbai- 400 053 on Monday, 13th August, 2012 at 10.00 A.M. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, and the Audited Statement of Profit & Loss Account for the year ended on that date and the Auditors' and Directors' Reports thereon.
2. To appoint a director in place of Mr. Hansraj Goyal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and for this purpose to consider and if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution

“**RESOLVED THAT** pursuant to section 224 of the Companies Act, 1956, M/s Bansal Bansal & Co., Chartered Accountants, Mumbai having registration number as 100986W be and are hereby re-appointed as Auditors of the Company to hold office till conclusion of the next Annual General Meeting at remuneration to be decided by the Board of Directors in consultation with them.”

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MANAGING DIRECTOR & FIXATION OF THEIR REMUNERATION

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

“**RESOLVED THAT** Pursuant to the provisions of Section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions if any of the Companies Act, 1956, Consent of the members be and is hereby accorded to the re-appointment of Mr. D.K. Goyal as a Managing Director designated as Chairman and Managing director of the Company with effect from 29th July, 2012 to 28th July, 2017 for a period of 5 years, on the following terms:

- i. **Salary:** Rs. 40,000/- per month
- ii. **Perquisites:**

The Managing Director will be entitled for the following perquisites subject to a ceiling of 125% of Annual Salary

 - a. Housing: Furnished accommodation/ house rent allowance.
 - b. Medical reimbursement: As per the rules of the Company
 - c. Leave Travel Concession: For self and family once in a year as per the rules of Company.
 - d. Car: Provision for Company car with driver.
 - e. Club Fees: Fees of Clubs subjects to a maximum of two clubs, this will not includes admission and life membership fees.
 - f. Medical and Accident Insurance: Hospitalization and Domiciliary Hospitalization Benefit Policy for self and family and personal Accident Insurance for self.

For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated on actual cost.



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iii. Other Benefits:

In addition to the above perquisites, the director shall also be entitled for the following benefits. These benefits will not be included in the computation of ceiling on perquisites

- a. Gratuity: As per the rules of the Company.
- b. Leave: As per the rules of the company.
- c. Leave Encashment: Leave accumulated but not availed during the tenure will be allowed to encash at the end of the tenure.
- d. Telephone: Re-imbusement of Mobile, telephone and Internet expenses at residence on submission of bills.
- e. Managing Director will be entitled to reimbursement of all actual expenses, including travelling, entertainment and other out of pocket expenses incurred in the course of the Company's business.

iv. Minimum Remuneration

Where in any year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary, perquisites and benefits to the Director in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and approval of the Central Government, if and to the extent necessary. The Director shall so long as he continues to hold the office as Managing Director of the Company shall not liable to retire by rotation.

RESOLVED FURTHER THAT the break up of the remuneration, consisting of salary, allowances, perquisites etc. shall be decided by the Board of Directors in accordance to the provisions of Schedule XIII of the Companies Act, 1956, as amended or re-enacted from time to time, and that the Board of Directors of the Company is also authorized to alter the remuneration within the limits laid down in the aforementioned Schedule XIII.

RESOLVED FURTHER THAT above mentioned remuneration shall be payable as minimum remuneration even in the event of loss or inadequacy of profits in any financial year of the company.

RESOLVED FURTHER THAT the Board of directors of the company on the recommendation of the Remuneration Committee is hereby authorised to revise the said remuneration, on the completion of each financial year as deemed expedient or necessary but that increase in remuneration per annum is not more than 25% of the remuneration prevalent in the financial year immediately preceding the year for which the remuneration is being fixed and is subject to the limits set out under section 198 and 309 of the Companies Act, 1956 read with Schedule XIII thereof.

RESOLVED FURTHER THAT for the pupose of giving effect to this resolution, any director of the company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubts that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

NOTES:

1. *A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.*
2. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Special Business set above to be transacted at the meeting is annexed hereto and forms part of this notice.



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3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries at least seven days before the date of the meeting of the Company so that the information required may be made available at the meeting.
5. **Re-appointment of Director:**

Mr. Hansraj Goyal who retires by rotation and being eligible, offers himself for re-appointment. The information required to be provided under the Listing Agreement in respect of Director being re-appointed is given herein below.

Mr. Hansraj Goyal aged 43 years, is a Chartered Accountant with in-depth knowledge in the field of Accounts, Finance and Capital market and has more than 18 years of experience in various sectors and industries.

Directorship in other companies:

 - i. Tenet Bio Pharma Private Limited
 - ii. Upsurge Shares & Securities Pvt. Ltd.
6. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to send the same to the Office of the registrar and Transfer Agent of the Company.
7. Members are requested to bring their Attendance slip sent herewith duly filled for attending the Meeting.
8. Members are requested to notify immediately any change in their address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the company or to its Share Transfer Agents M/s Sharex Dynamic (India) Pvt. Ltd. Unit 1, Luthra Ind. Premises, 1st floor, 44-E, M Vasanti Marg, Andheri Kurla road, Safed pool, Andheri (East), Mumbai- 400 072 in respect of their holdings in physical form.
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
10. The register of members and the share transfer books will remain closed from Wednesday 8th day of August, 2012 to Monday 13th day of August, 2012 (Both days inclusive) in terms of the provisions of Section 154 of the Companies Act, 1956.



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EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4

The Board of directors at its meeting held on 7th May, 2012 reappointed Mr. D.K.Goyal as Managing Director designated as Chairman and Managing Director of the Company subject to the approval of shareholders for a further period of 5 years effective from 29th July 2012 to 28th July 2017.

The terms of remuneration were recommended by the remuneration committee at its meeting held on 7th May, 2012.

Mr. D.K. Goyal is a Chartered Accountant and having very rich and in-depth experience in financial and capital market and devoting substantial time for the company. He is main instrumental for the successful journey of the Company.

The terms and conditions concerning the remuneration of Mr. D.K Goyal, Chairman & Managing Director in accompanying notice may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956

Your director recommended the resolution as set out above in the notice for your approval. None of the directors of the company is in any way deemed to be concerned or interested in the aforesaid resolution with the exception of Mr. D.K.Goyal.

REGD OFFICE:

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

By Order of the Board of Directors

D.K. GOYAL
Managing Director

Dated: 29th June, 2012



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REPORT OF THE DIRECTORS' AND MANAGEMENT DISCUSSION ANALYSIS

To the Members,

Your Directors have pleasure in presenting the Eighteenth Annual Report of the Company together with the Audited Accounts for the Financial Year ended 31st March 2012.

FINANCIAL RESULTS

Financial results of the company during the year vis-à-vis previous year are as follows: -

(Rs. In Lacs)

	Year Ended 31.03.2012	Year Ended 31.03.2011
Total Income	1,396.48	2142.61
Profit before Depreciation and Tax	(48.31)	8.95
Less: Depreciation	3.18	3.18
Profit before Tax	(51.49)	5.77
Less: Provision for Income Tax	Nil	Nil
Profit after Tax	(51.49)	5.77
Balance brought forward from previous years	(50.61)	(55.22)
Transfer to Statutory Reserve	Nil	1.16
Balance carried to Balance Sheet	(102.10)	(50.61)

DIVIDEND

In view of losses the directors do not recommend any dividend for the year ended 31st March, 2012.

PERFORMANCE

The world economy has been passing through stress. Financial turmoil in Europe has affected other countries. This contagion has pushed up borrowing cost and slowed growth in many parts of the world, and capital flows to developing countries have fallen. As a result, and despite a strengthening of activity in the United States and Japan, world trade has slowed down. Under this scenario the forecast for global economic growth has been revised downward to about 2.5% in 2012. Indian economy also slowed down in 2011-12 mainly due to weak industrial growth. Inflation remained a major concern constraining RBI to pursue tight monetary policy. These recessionary conditions resulted negative profitability of the company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE & DEVELOPMENT

The business of the Company is that of a Non Banking Finance Company (NBFC). Non Banking Financial Companies (NBFCs) play a crucial role in broadening access to financial services, enhancing competition and diversification of the financial sector.

Banks and NBFCs compete for similar kinds of business. In spite of strong competition, the inner strength of NBFCs viz local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban area.

Non Banking Financial Companies (NBFCs) have become an integral part of India's financial system. In recent times, NBFC's have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers.



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B. OPPORTUNITIES & THREATS

Your Company is mainly engaged in the business of Finance and Investment in Capital Market. Business opportunities for Finance Companies are enormous as the new areas and segments are being explored. There is a large scope of small size Finance & Investment Companies like ours, for certain segment of customers, which remain unserved by Banks and large size Investment & Finance Companies.

The major threat being faced by Investment & Finance Companies are regulatory changes in NBFCs, Interest Rate hikes by RBI, high Inflation, aggressive marketing of banks and volatility in global equity and commodity market.

C. RISKS AND CONCERNS

Your company's performance to a large extent depends upon scenario of the capital markets, finance scenario, RBI policies, industry performance and the general economic outlook of the country. The volatility in the stock Market, rate of interest and GDP would affect the profitability of the company.

D. OUTLOOK

As there was slowdown in the global economy, NBFCs had encountered structural challenges such as increased refinancing risk, short-term asset liability mismatch leading to decelerating growth and declining margins. This had a bearing on the profitability of NBFCs in the medium term. But it has been estimated, that in the long run there are vast opportunities for all NBFC's. Hence, the company is expecting to improve its performance and profitability in years to come and maintain its previous position.

E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets.

F. HUMAN RESOURCES

The company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance.

G. CAUTIONARY NOTE

Certain Statements in the Management Discussion and Analysis describing the company's views about the industry, expectations, objectives, etc may be understood 'forward looking statement' within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments etc. may further influence the company's operations or performance. Actual results may differ substantially or materially from those expressed or implied.

CORPORATE GOVERNANCE

As a Listed Company, necessary measures are taken to comply with the Listing Agreements with the Stock Exchanges. A report on the Corporate Governance together with a certificate of compliance from the Auditors, forms part of this report.



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PUBLIC DEPOSITS

The company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and/or rules framed there under.

SHARE CAPITAL

Your company has not made any allotment during the year and hence forth there is no change in the Share Capital of the Company.

DIRECTORS

Mr. Hansraj Goyal retire by rotation in accordance with the provision of the Companies Act, 1956 and the Articles of Association of the Company and being eligible, offer himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of annual accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the loss of the company for the year under review;
- That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the directors have prepared the accounts for the financial year ended 31st March, 2012, on a 'going concern' basis.

STATUTORY AUDITORS

M/s Bansal Bansal & Co., Chartered Accountants (Registration No. 100986W) Statutory Auditors of the company, retire from the office of the Auditors at the ensuing Annual General Meeting and being eligible have given a certificate in accordance with the provisions of section 224 (1-B) of the Companies Act, 1956. The Board recommends the re-appointment of M/s. Bansal Bansal & Co., Chartered Accountants as the Statutory Auditors.

RBI GUIDELINES

The company continues to comply with all the requirements prescribed by the Reserve Bank of India from time to time as applicable to it.

PARTICULARS OF EMPLOYEES

There is no employee covered pursuant to Section 217(2A) of the companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended.

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

Pursuant to the requirement under section 217(1)(e) of the Companies Act 1956, read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988,

- a) The Company has no activity involving conservation of energy or technology absorption.
- b) Foreign exchange earnings and outgo
Earnings: Nil Outgo: Rs. 96,500/-



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ACKNOWLEDGEMENT

The Directors take the opportunity to thank all its colleagues at Upsurge Investment & Finance Ltd. for their professionalism and dedication. The Board also wishes to place on record its appreciation for valuable support given by the Bankers, Clients and Shareholders.

For and on behalf of the Board of Directors

D. K. GOYAL
Managing Director

Mumbai: 29th June, 2012



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REPORT ON CORPORATE GOVERNANCE

PHILOSOPHY ON CORPORATE GOVERNANCE CODE

Your Company is committed to the principles of good business practices, transparency in its dealing, compliance of law, adherence to ethical standards and to have a better rapport with the client and shareholders. Above all your company has always endeavored to maximize the shareholders value and to protect the interest of stakeholders.

BOARD OF DIRECTORS

Composition:-

As on 31st March 2012 the Board of Directors comprised of four (4) directors with an Executive Chairman. The number of Independent Non-Executive Directors (NED's) is more than 50% of the total number of Directors. The composition of the Board is in conformity with the requirement of Clause 49 of the Listing Agreement with Stock Exchanges.

Number of Board Meeting:-

The Board met 8 (eight) times during the year 2011 - 2012, on 20th April 2011, 5th May, 2011, 27th June, 2011, 29th July, 2011, 3rd September, 2011, 11th November, 2011, 1st December 2011 and 7th February, 2012

All the directors have informed the company periodically about their Directorship and Membership on the Board Committees of other Companies. As per disclosure received from Director(s), none of the Directors hold membership in more than ten (10) Committees and Chairmanship in more than five (5) Committees.

The details of the composition, nature of Directorship, the number of meetings attended and the directorship in other companies of the directors of the company are as follows. This table also signifies the relationship of the Directors with each other as required to be disclosed in terms of Clause 49 of the Listing agreement.

Name of Directors	Nature of Directorship	Relationship with each other	Attendance particulars		No. of Directorship and Committee Membership/ Chairmanship in other Public Companies*		
			Board Meeting	Last AGM	Other Director ships	Committee Member ships	Committee Chairman Ships
D.K.Goyal	Managing Director, Executive	Brother of B.K.Goyal	8	Yes	Nil	Nil	Nil
B.K.Goyal	Non Executive, Non Independent	Brother of D.K.Goyal	7	Yes	Nil	Nil	Nil
Dinesh Vijayvargia	Non Executive, Independent	***	8	Yes	Nil	Nil	Nil
Hansraj Goyal	Non Executive, Independent	***	8	Yes	Nil	Nil	Nil

*** There is no relationship between any of the Independent Directors.



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Notes: Private limited Companies, foreign companies and companies under section 25 of the Companies Act 1956 are excluded above purposes. Only Audit committee and shareholders grievances committee are considered for the purpose of committee positions as per Listing Agreement.

Board Procedure:-

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the company to discharge its responsibility effectively and take informed decision. Where it is not practicable to attach or send the relevant information, the same are tabled at the meeting or / and the presentations are made by the concerned manager to the Board.

The information as specified in Annexure 1A to Clause 49 of the Listing Agreement is regularly made available to the Board, whenever applicable, for discussion and consideration.

COMMITTEES OF THE BOARD

Audit Committee

Composition

The Audit committee is constituted in accordance with various requirements under the Companies Act, 1956 and Clause 49 of the Listing Agreement. The present Audit Committee consists of the following Directors,

Mr. Hansraj Goyal	- Chairman, Independent, Non Executive
Mr. D.K. Goyal	- Member, Non Independent, Executive
Mr. Dinesh Vijayvargia	- Member, Independent, Non Executive

Two members of the Audit Committee are Independent- Non Executive Directors and all directors are financially literate.

During the financial year 2011-12, five (5) Audit Committee meetings were held as under- 5th May, 2011, 27th June, 2011, 29th July, 2011, 11th November, 2011 and 7th February, 2012

All the Committee members were present at all the meetings.

Power & Terms of Reference:-

The Power and Terms of Reference of the Audit Committee are mentioned in Clause 49II(C), (D) & (E) of the Listing Agreement entered into with Stock Exchanges and includes overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function and to discuss significant internal audit findings, statutory compliance issue and issues related to risk management and compliances. The Director Finance and the Statutory Auditors are invited to the meeting.

Remuneration Committee

Brief description of terms of reference

- 1) To recommend to the Board salary, perquisites and commission to be paid to the Company's Managing/Whole-time directors,
- 2) To finalise the perquisites package within the overall ceiling fixed by the Board.

Constitution and Composition

The constitution of the Remuneration Committee is as follows:

Mr. Dinesh Vijayvargia	- Chairman, Independent, Non-Executive
Mr. B.K.Goyal	- Member, Non Independent, Non Executive
Mr. Hansraj Goyal	- Member, Non Independent, Non Executive



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All the three Members of the Remuneration Committee are Non Executive Directors and the Chairman of the Committee is an Independent Director.

Meetings and attendance

During the financial year ended 31st March, 2012, no Remuneration Committee Meeting was held since the need for any reference to such committee did not arise during the said financial year.

Remuneration policy

The Remuneration Committee has been constituted to recommend/review the remuneration package of the Managing /Whole time directors.

Details of Remuneration paid to Directors of the Company is as follows:

Managing Director

The remuneration payable to Managing Director & CEO is decided by the Remuneration Committee in accordance with the terms and conditions as approved by the shareholders at the Annual General Meeting held on 18th September 2007.

The Remuneration Committee decides the remuneration payable to Mr. D.K.Goyal considering his experience, expertise and contribution to the company and prevailing industry standards. His remuneration structure comprises of salary, perquisites, commission etc. Annual increments are decided by the Remuneration Committee within the limits mentioned in the Contract and as approved by the shareholders. No Severance fees is payable to him on termination of employment.

Non Executive Directors

The Non Executive Directors add substantial value to the Board and provide strategic insight from time to time. They play a vital role in safeguarding the interest of the investors and other stakeholders of the Company. Their active involvement and engagement with the Company's business as well as independent views ensure the highest level of governance. However the Company currently does not pay any compensation and sitting fees to Non Executive Directors

The Company currently has no stock option plans for any of its directors and hence it does not form part of the remuneration package payable to the managing director. During the year under review, none of the Directors was paid any performance linked incentive.

The Company has not issued any Stock Options to any of the Directors. The term of managing director does not exceed five years.

Shareholding of a Non-Executive / Independent Directors of the Company as on 31st March 2012

Name of the Director	Nature of Directorship	No. of Shares held	Percentage to the paid up Capital
B.K.Goyal	Non Executive, Non Independent	58,100	0.38

Details about Remuneration paid to Managing Director in 2011-12 is as follows:

	Salary (Rs.)	Perquisites (Rs.)
Mr. D.K.Goyal (Managing Director)	480,000/-	Nil



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Directors with materially significant, pecuniary or business relationship with the Company:

Note no. 24 of the Notes to the Financial Statements furnishes the transaction with related parties, as stipulated under accounting Standard 18 (AS-18). Apart from the aforesaid related party transactions, there are no transactions of material nature with the Directors or their relatives, etc; which may have a potential conflict with the interest of the Company.

There were no pecuniary relationship and transactions of any non executive director with the company.

Finance Committee

The constitution of the Finance Committee is as follows:

Mr. D.K.Goyal	- Chairman, Executive, Non Independent
Mr.Hansraj Goyal	- Member, Independent, Non Executive
Mr. Dinesh Vijayvargia	-Member, Independent, Non Executive

The Board of Directors of the Company has constituted the finance committee to make recommendations to the Board relating to capital structure and the issuance of securities, guarantees, banking arrangement and cash management, review and approve certain short-term and long term investment and other financial transaction.

Shareholders' /Investors' Grievance Committee

The Shareholders / Investors Grievance committee which is Chaired by a Non Executive Director / Independent Director to specifically look into the redressal of shareholders queries and complaints.

The Company has constituted the shareholders/Investors grievance committee comprising of Mr. Hansraj Goyal (Chairperson), Mr. B.K.Goyal and Mr. Dinesh Vijayvargia.

During the Financial year ended 31st March, 2012 the committee met twice on 16th April, 2011 and on 31st October, 2011 that were attended by all the members of the committee.

The terms of reference of the Committee includes the following:

1. To specifically look into the queries and complaints received from the shareholders of the Company.
2. To oversee the performance of the Registrar and Transfer agents of the company and
3. To recommend measures for overall improvement in the quality of service to the investors.

Ms. Swati Dhoundiyal, Company Secretary is the Compliance officer of the Company.

During the year company has received 13 complaints which were resolved during the year.

Share Transfer Committee

During the financial year 2011-12, the Share Transfer Committee comprised of three Non-Executive Directors, Mr. Hansraj Goyal (Chairperson), Mr. B.K.Goyal and Mr. Dinesh Vijayvargia. It is constituted to monitor, supervise and approve the request received from the shareholders of the company and others, for transfer, transmissions, deletion, etc, handled by the Company in co-ordination with Sharex Dynamic (India) Pvt. Ltd., the Company's Registrar and Transfer Agent.

The Share Transfer Committee has been delegated powers to administer the following.

1. To effect transfer of shares;
2. To effect transmission or deletion of shares;
3. To issue duplicate share certificate, issue of certificates on receipts of requests for consolidation or split of share certificates;



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4. To approve the register of members as on the record date(s) and / or book closure date for receiving dividends and other corporate benefits if any;
5. To review the correspondence with the shareholders and take appropriate decisions in that regard; and
6. To redress complaints from shareholders from time to time

The Committee comply the requirement of Clause 49 (IV) (G) of the Listing Agreement.

SUBSIDIARY COMPANIES

The Company does not have any non listed Indian Subsidiary Company in term of Clause 49 (III) of the Listing Agreement

CEO/ CFO CERTIFICATION

As required by clause 49 (V) of the Listing Agreement, a certificate from Managing Director and Acting Chief Financial Officer of the Company, on the financial statements of the Company was placed before the Board.

GENERAL BODY MEETING

The Last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2008-2009	Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (west), Mumbai- 400 053	29 th September, 2009	10 a.m.
2009-2010	Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (west), Mumbai- 400 053	6 th September, 2010	10 a.m.
2010-2011	Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (west), Mumbai- 400 053	8 th August, 2011	10 a.m.

Following special resolutions were passed in the last three Annual General Meetings.

Sr. No.	Date of Meeting	Description of Resolution
1.	6 th September, 2010	To approve and authorize the issue of warrants to the promoter of the company and / or others on Preferential Issue basis in terms of Chapter VII of SEBI (ICDR) Regulations, 2009
2.	8 th August, 2011	Keeping the Registers>Returns/Documents at a Place other than Registered Office.

During the year ended 31st March 2012, there have been no resolutions passed by the Company's shareholders by postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

DISCLOSURES

Disclosures on materially significant related party transactions:

Your Company has not entered into any transaction of a material nature except transactions with related parties which are furnished under Note No. 24 of the Notes to the financial statements as stipulated under Accounting Standards 18 (As-18), with the Promoters, Directors or the Management, their subsidiaries or relatives etc. All transactions were carried out on an arms-length basis and were not prejudicial to the interest of the company.



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Details of Non compliance(s) by the Company

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

Disclosure of accounting treatment

In the preparation of the financial statements, the company has followed the Accounting Standards (AS) issued by the Institute of Chartered Accountants of India to the extent applicable.

Details of compliances with Mandatory and Non Mandatory requirements of Clause 49 of the Listing Agreement:

The Company has complied with the mandatory requirements of the code of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges. Following is the status of compliance with the non mandatory requirements.

i) The Board

The Chairman has been provided office in the Company's Office. However, no expenses are reimbursed.

ii) Remuneration Committee

The Company already has a Remuneration Committee with terms of reference mentioned above. It comprises wholly of Non Executive Directors and the Chairman is an Independent Director.

iii) Shareholders Rights

The Company's results are available on BSE website at www.bseindia.com as well as on Company's website at www.upsurgeinvestment.com.

iv) Training of Board Members

Presently the Company does not have such a training programme.

v) Mechanism for evaluating non- executive Board Members

Presently the Company does not have such a mechanism as contemplated for evaluation the performance of Non- Executive Board Members.

vi) Whistle Blower Policy

Presently the Company does not have a Whistle Blower Policy.

Risk Management

The Company has laid down procedure to inform Board Members about the risk assessment and minimization procedure. These would be periodically reviewed to insure that executive management controls risks through means of a properly defined framework.

Proceeds from Public issues, right issues, preferential issues etc.

There were no public issues, right issues, preferential issues etc. during the year.

Code of Conduct:-

The Company has laid down a code of conduct for all the directors and senior management of the company. All the Directors and senior management personnel have affirmed compliance with the code for 2011-12. A declaration signed by the managing director of the company forms part of the report.

Management discussion and analysis

This is given elsewhere in the Annual Report.



Upsurge Investment & Finance Ltd.

Disclosure of material transactions

Under Clause 49, senior management is required to make periodical disclosures to the board relating to all material financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. Provision regarding the above has been adhered to.

Re-appointment of Director

Retiring director is Mr. Hansraj Goyal., being eligible, has offered his candidature for re-appointment. Brief profile of the retiring director is given in the notice convening the ensuing Annual General Meeting.

Review of Legal Compliance Reports:-

During the year, the Board periodically reviewed compliance report with respect to the various laws applicable to the company, as prepared and placed before it by the management.

MEANS OF COMMUNICATIONS

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

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

Date and Time :	Monday, August 13, 2012
Venue :	Kailash Parbat, 7A/8A, A wing Crystal Plaza, New link Road Andheri (west), Mumbai-400053

Financial Calendar:

Financial year: 1st April to 31st March

For the year ended 31st March 2012, results were announced on:

29 th July, 2011	First Quarter
11 th November, 2011	Second Quarter
7 th February, 2012	Third Quarter
7 th May, 2012	Fourth Quarter

For the year ending 31st March 2013, results will be announced as per the tentative schedule below

2 nd week of August, 2012	First Quarter
2 nd week of November, 2012	Second Quarter
2 nd week of February, 2013	Third Quarter
2 nd week of May, 2013	Fourth Quarter

Book Closure:

The dates of book closure are from Wednesday 8th August, 2012 to Monday 13th August, 2012

Dividend:

The company has not declared any dividend for the year ended 31st March 2012.

Listing on Stock Exchange:

The Company's shares are listed on The Bombay Stock Exchange Limited (BSE)



Upsurge Investment & Finance Ltd.

The company has paid the listing fees for the financial year 2012-13 to the Stock Exchange on which Company's shares are listed. The Company has also paid custodial fees for the year 2012-13 to Central Depository Services (India) Limited. The Company has paid one time custody fees to National Securities Depository Limited under onetime payment scheme.

The International Security Identification Number (ISIN) allocated to the Company by NSDL and CDSL is INE 890B01014.

The Stock Exchange Code assigned to your company's shares at BSE is 531390

Stock Price data:

The monthly high and low prices of your company's shares at Bombay Stock Exchange Limited (BSE) for the year ended 31st March 2012 are given as follows:

Months	High (Rs.)	Low (Rs.)
April 2011	20.25	15.40
May 2011	21.10	16.85
June 2011	21.00	17.25
July 2011	24.15	19.25
August 2011	23.50	17.60
September 2011	25.80	19.50
October 2011	36.60	25.00
November 2011	43.70	27.25
December 2011	36.30	28.70
January 2012	42.25	27.75
February 2012	41.70	26.50
March 2012	31.45	24.50

Registrars and Transfer Agents:

Sharex Dynamic (India) Pvt.Ltd. is the Registrar and Transfer Agent of the Company.

Shareholders, beneficial owners and depository participants (DPs) are requested to send / deliver the documents/Correspondence relating to the Company's share transfer activity etc. to Sharex Dynamic (India) Pvt. Ltd. Registrar and Transfer Agent of the Company at the following addresses:

Sharex Dynamic (India) Pvt. Ltd.

Unit: Upsurge Investment & Finance Ltd.

Unit No. 1, Luthra Industrial premises, 1st floor, 44-E, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai- 400 072

Tel. No. 22641376/ 22702485 Fax: 22641349 Email: investor@sharexindia.com

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

Upsurge Investment & Finance Ltd.

Office no. 303, Morya Landmark -I, behind crystal plaza, off New Link Road, Andheri (West), Mumbai- 400 053

Tel No. : 67425441 Fax: 67425440

Email ID for investors Grievances:

The e-mail address for investor's grievances is info@upsurgeinvestment.com



Upsurge Investment & Finance Ltd.

Share Transfer System:

The applications and requests received by your company for transfer of shares held in physical form are processed and the share certificates for the same are sent to the transferee within the stipulated period under the Companies Act, 1956 and the Listing Agreement.

Distribution of Share Holding as at 31st March, 2012

Shareholding of Nominal Value of Rs.	Share holders		Share holdings	
	Number	%	No. of Shares	%
Up to 5000	2064	79.91	386485	2.55
5001 – 10000	191	7.39	166114	1.10
10001 – 20000	122	4.72	192440	1.27
20001 – 30000	46	1.78	119926	0.79
30001 – 40000	19	0.74	68342	0.45
40001 – 50000	16	0.62	76013	0.50
50001 – 100000	40	1.55	291308	1.92
100001 & above	85	3.29	13851772	91.42
Total	2583	100.00	15152400	100.00

Share holding Pattern as on March 31, 2012

Categories	No of Shares	% of Holding
Promoters	4439910	29.30
Private Corporate Bodies	1141105	7.53
Residential Individual	9517185	62.81
NRIs/ OCBs	51800	0.34
Mutual Fund/FII's	900	0.01
Others (Clearing members)	1500	0.01
Total	15152400	100.00

Dematerialization of Shares:

97.07 % of the equity shares have been Dematerialized upto 31st March 2012

Break up of shares in physical and demat form as on 31st March 2012 is as follows:

	No. of Shares	% of Shares
Physical Segment	443701	2.93
Demat Segment		
NSDL	3476951	22.94
CDSL	11231748	74.13
Total	15152400	100.00

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

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



Upsurge Investment & Finance Ltd.

Annexure to Report on Corporate Governance for the year ended 31st March 2012

Declaration on compliance of the Company's Code of Conduct

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct as applicable to them for the year ended 31st March 2012.

D. K. GOYAL

Managing Director

Mumbai, 29th June, 2012

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,

Upsurge Investment & Finance Ltd.

We have examined the compliance of conditions of corporate Governance by "Upsurge Investment & Finance Ltd." for the year ended 31st March 2012, as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India, we state that, no investor grievance received during the year ended 31.03.2012 were pending for a period of 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 further viability of the company nor the efficiency or effectiveness with which the management had conducted the affairs of the company.

For **Bansal Bansal & Co.**
Firm Reg No. 100986W
Chartered Accountants

MANOJ KUMAR AGARWAL
Partner
M. No. 107624

Mumbai, 29th June, 2012



Upsurge Investment & Finance Ltd.

AUDITORS' REPORT

To the Members of
Upsurge Investment & Finance Ltd.

1. We have audited the attached Balance Sheet of “**UPSURGE INVESTMENT & FINANCE LTD.**” as at 31st March 2012 and also the Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, We enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order, to the extent applicable to the company.
4. Further to our comments in the Annexure referred to in paragraph 1 above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report, are in agreement with the books of Account;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representation received from the directors of the company and taken on record by the Board of Directors, none of the directors of the company is prime facie as at 31.03.2012 disqualified from being appointed as director of the company under section 274 (1) (g) of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with notes thereon, give the information as required under the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - i) In the case of Balance Sheet of the state of affairs of the company as at 31st March 2012.
 - ii) In the case of Statement of Profit & Loss Account, of the loss for the year ended on that date.
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Bansal Bansal & Co.
Firm Reg No.100986W
Chartered Accountants

MANOJ KUMAR AGARWAL
Partner
M. No.107624

Mumbai, 29th June, 2012



Upsurge Investment & Finance Ltd.

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date on the accounts of “UPSURGE INVESTMENT & FINANCE LTD.” For the year ended 31st March 2012.

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
(b) The Fixed Assets of the company have been physically verified by the Management during the year in accordance with the regular programme which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were reportedly noticed on such verification.
(c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
2. (a) The Stock in trade of shares and securities held in the physical form has been physically verified and those held in the dematerialized form have been verified from the relevant statement received from the depository, during the year, by the Management. In our opinion having regard to the nature of stocks, the frequency of the verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of stock of shares and securities followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
(c) In our opinion, the Company is maintaining proper records of inventory and no material discrepancies were noticed on such physical verification of stock of shares and securities as compared to book records.
3. During the year under reference the company has not granted or taken any loans, secured or unsecured to/from Companies, firms or other parties listed in the register maintained under Section 301 of the companies Act, 1956.
4. In our opinion and according to information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business for the purchase of inventory and fixed Assets and for the sale of goods (Shares & Securities) and services.
5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under Section 301 have been so entered.
(b) In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 exceeding the value of five lakhs Rupees in respect of any party during the year.
6. In our opinion and according to the information and explanations given to us the company has not accepted any deposits from the public during the year as stated in the provisions of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 or the rules framed there under.
7. The Company has an internal audit system commensurate with the size of the company and nature of its business.
8. The maintenance of cost records under Section 209 of the Companies Act, 1956 is not applicable to the Company
9. (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed material statutory dues including Income



Upsurge Investment & Finance Ltd.

Tax and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2012, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the company examined by us there are no disputed amounts in respect of various statues which have not been deposited.
10. As per records of the Company, the accumulated losses of the Company are not more than fifty percent of its net worth as on 31st March 2012. The company has incurred cash losses of Rs. 46,74,390/- during the financial year however company has not incurred any cash losses in the immediately preceding financial year.
 11. The Company has availed of overdraft facilities against the lien of its own fixed deposits with Banks. During the year under reference the company has not defaulted in repayment of its dues in this regard.
 12. The company has maintained adequate records where the company during the year has granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. The Company is not a chit fund or a nidhi/ mutual benefit fund or a society.
 14. The company has maintained proper records of the transactions and contracts of its trading or dealing in securities and other investments and timely entries have been made therein. All securities have been held by the company in its own name except to the extent of exemption granted under Section 49 of the Companies Act, 1956.
 15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from bank or financial institutions.
 16. The Company has not raised any term loan during the year and hence clause 4(xvi) is not applicable to the Company.
 17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March 2012, we report that the Company has not used funds raised on short-term basis for long-term investment.
 18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, during the year.
 19. During the year covered by our audit report the Company has not issued any debenture.
 20. The Company has not raised any money by public issues during the year covered by our report.
 21. As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

Mumbai, 29th June, 2012

For Bansal Bansal & Co.
Firm Reg No.100986W
Chartered Accountants

MANOJ KUMAR AGARWAL
Partner
M. No 107624



Upsurge Investment & Finance Ltd.

AUDITORS' REPORT

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

1. As required by the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2008 issued by the Reserve Bank of India in terms of Sub-Section (1A) of the Reserve Bank of India Act, 1934, we report that:
 - a. The company is engaged in the business of non-banking financial institution and it has obtained a Certificate of Registration (CoR) from the Bank.
 - b. The company is holding CoR issued by the bank and it is entitled to hold such CoR in terms of its asset/income pattern as on March 31, 2012.
 - c. The Board of Directors has passed a resolution for non-acceptance of any public deposits.
 - d. The company has not accepted any public deposits during the current Financial Year.
 - e. The company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non-Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

For Bansal Bansal & Co.
Firm Reg No.100986W
Chartered Accountants

MANOJ KUMAR AGARWAL
Partner
M No. 107624

Mumbai, 29th June, 2012



Upsurge Investment & Finance Ltd.

BALANCE SHEET AS AT MARCH 31, 2012					
(Amount in Rs.)					
Particulars	Note No.	As At March 31, 2012		As at March 31, 2011	
<u>Equity & Liabilities</u>					
Shareholders' funds					
(a) Share Capital	2	151,524,000		151,524,000	
(b) Reserves and Surplus	3	56,600,186		61,749,485	
			208,124,186		213,273,485
Current Liabilities					
(a) Short Term Borrowing	4	77,431,746		47,947,184	
(b) Trade Payables	5	4,400,330		-	
(c) Other Current Liabilities	6	132,629		125,930	
(d) Short-Term Provisions	7	331,000		174,000	
			82,295,705		48,247,114
TOTAL			290,419,891		261,520,599
<u>Assets</u>					
Non-Current Assets					
(a) Fixed Assets					
(i) Tangible Assets	8	2,682,668		2,368,171	
(b) Non –Current Investments	9	22,544,198		20,382,430	
			25,226,866		22,750,601
Current Assets					
(a) Inventories	10	104,215,346		53,988,559	
(b) Trade Receivables	11	1,560,542		380,716	
(c) Cash and Cash equivalents	12	94,372,166		112,460,428	
(d) Short-Term Loans and Advances	13	64,930,815		71,940,295	
(e) Other Current Assets	14	114,156		-	
			265,193,025		238,769,998
TOTAL			290,419,891		261,520,599
Significant Accounting Policies	1				
As per our report of even date					
For Bansal Bansal & Co.			For & on behalf of the Board		
FRN: 100986W					
Chartered Accountants					
Manoj Kumar Agarwal			D.K. Goyal		Balkishan Goyal
Partner			Managing Director		Director
M.No. 107624					
Mumbai, dated 29 th June, 2012			Swati Dhoundiyal		
			Company Secretary		



Upsurge Investment & Finance Ltd.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2012					
(Amount in Rs.)					
Particulars	Note No	For the year ended March 31, 2012		For the year ended March 31, 2011	
Revenue from Operations	15	139,642,884		214,253,946	
Other Income	16	4,723		6,609	
Total Revenue			139,647,607		214,260,555
Expenses					
Purchases of Stock –in-Trade	17	189,434,037		208,966,289	
Changes in Inventories	18	(50,226,787)		(1,131,364)	
Employee Benefits Expenses	19	2,505,389		2,404,403	
Finance Costs	20	31,872		-	
Depreciation and Amortization Expenses	8	317,909		317,936	
Other Expenses	21	2,734,486		3,126,732	
Total Expenses			144,796,906		213,683,996
Profit/ (loss) Before Tax			(5,149,299)		576,559
Tax Expenses			-		-
Net Profit/ (loss) After Tax			(5,149,299)		576,559
Earning Per Equity Share (Face Value Rs. 10/- Per Share):	25				
Basic & Diluted			(0.34)		0.05
Significant Accounting Policies	1				
As per our report of even date					
For Bansal Bansal & Co.			For & on behalf of the Board		
FRN: 100986W					
Chartered Accountants					
Manoj Kumar Agarwal			D. K. Goyal		Balkishan Goyal
Partner			Managing Director		Director
M.No. 107624					
Mumbai, dated 29 th June, 2012			Swati Dhoundiyal		
			Company Secretary		



Upsurge Investment & Finance Ltd.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in Rs.)

Particulars	31 st March 2012	31 st March 2011
A Cash flow from operating activities		
Net Profit/ (loss) before tax	(5,149,299)	576,559
Depreciation	317,909	317,936
(Profit)/ loss on sale of fixed assets	-	(4,511)
Provision for standard assets	157,000	174,000
Operating profit/ (loss) before working capital changes	(4,674,390)	1,063,984
Changes in working capital:		
Increase/ (decrease) in trade payables	4,400,330	-
Increase/ (decrease) in provisions	-	(22,000)
Increase/ (decrease) in other liabilities	6,699	23,685
Increase/ (decrease) in Short Term Borrowing	29,484,562	36,964,423
Decrease/ (increase) in Investments	(2,161,768)	(5,951,780)
Decrease/ (increase) in loans and advances	7,009,480	(30,980,133)
Decrease/ (increase) in Inventories	(50,226,787)	(1,131,364)
Decrease/ (increase) in Trade receivable	(1,179,826)	1,631,509
Decrease/ (increase) in Other current assets	(114,156)	-
Cash generated from operations	(17,455,856)	1,598,324
Direct taxes paid (net of refunds)	-	-
Net cash flow from/ used in operating activities (A)	(17,455,856)	1,598,324
B Cash flow from investing activities		
Purchase of fixed assets including intangible assets	(632,406)	(128,810)
Proceeds from sale of fixed assets	-	4,511
Net cash used in investing activities (B)	(632,406)	(124,299)
C Cash flow from financing activities		
Proceeds from issuance of equity share capital	-	60,000,000
Securities premium of issue of equity shares	-	6,000,000
Net cash from financing activities (C)	-	66,000,000
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(18,088,262)	67,474,025
Cash and cash equivalents at the beginning of the year	112,460,428	44,986,403
Cash and cash equivalents at the end of the year	94,372,166	112,460,428
Components of Cash and Cash Equivalents	31st March 2012	31st March 2011
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
i) Cash in hand	711,031	297,505
ii) Balances with scheduled banks		
Current Accounts	20,114	10,114
Overdraft Accounts	140,861	459,220
Deposit accounts	93,500,160	111,693,589
Total cash and cash equivalents (Note 12)	94,372,166	112,460,428

As per our report of even date

For Bansal Bansal & Co.

FRN: 100986W

Chartered Accountants

Manoj Kumar Agarwal

Partner

M. No. 107624

Mumbai, dated 29th June, 2012

For and on behalf of Board

D.K. Goyal

Managing Director

Balkishan Goyal

Director

Swati Dhoundiyal
Company Secretary



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012

1. SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1.1 Basis of accounting and preparation of financial statements.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

1.2 Inventories

Stock in trade is valued scrip wise, at cost or market value whichever is lower in case of listed shares. Whereas in case of unquoted shares, valuation is at cost. Cost is calculated on the basis of first- in- first- out method.

1.3 Cash & Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash on hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

1.4 Depreciation:

Depreciation has been provided on Straight line Method on prorata-basis and in some cases to the extent available at the rates and in the manner prescribed in schedule XIV to the Companies Act, 1956.

1.5 Revenue Recognition

Sales are recognised on transfer of significant risks and rewards of the ownership of the goods to the buyer and are reported net of turnover / trade discounts, returns and claims if any. Revenue from services are accounted as and when incurred.

Dividend income on investments is accounted for when the right to receive the payment is established.

Interest income is accounted on time proportion basis taking into account the amount outstanding and applicable interest rate.

1.6 Tangible Fixed Assets:

Fixed Assets have been stated at historical cost inclusive of incidental expenses, less accumulated depreciation.

1.7 Investments

Long term investments are stated at cost, less provision for diminution in the value other than temporary, if any.

1.8 Employee benefits

The Company does not have any employee to whom gratuity or any retirement benefits are payable.

1.9 Borrowing Cost

Borrowing cost related to (i) funds borrowed for acquisition / construction of qualifying assets are capitalized upto the date the assets put to use and (ii) funds borrowed for other purpose are charged to profit and loss account.



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012 (Contd...)

1.10 Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

1.11 Taxation

Tax liability is estimated considering the provision of the Income Tax Act, 1961. Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. On prudent basis, deferred tax assets are recognised and carried forward to the extent only when there is reasonable certainty that the assets will be adjusted in future.

1.12 Foreign currency transactions

All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions takes place

1.13 Derivative Contracts

All derivative contracts of Shares & Securities are marked to market and losses are recognized in the statement of profit & loss. Gains arising on the same are not recognized, until realized, on grounds of prudent.

	31st March 2012 Rs.	31st March 2011 Rs.
2 SHARE CAPITAL		
Authorised:		
1,52,50,000 Equity Shares (Previous Year 1,52,50,000) of Rs. 10/- each	152,500,000	152,500,000
TOTAL	152,500,000	152,500,000
Issued, Subscribed and Paid-up :		
1,51,52,400 Equity Shares (Previous Year 1,51,52,400) of Rs. 10/- each	151,524,000	151,524,000
TOTAL	151,524,000	151,524,000

a) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of Capital.

i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share.

ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012 (Contd...)

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

	31 st March 2012 Rs.	31 st March 2011 Rs.
No. of shares at the beginning of the year	15,152,400	9,152,400
Add: Issue of Shares during the year	-	6,000,000
No. of shares at the end of the year	15,152,400	15,152,400

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

Name of Equity Shareholder	As on 31 st March 2012		As on 31 st March 2011	
	No. of shares	Percentage	No. of shares	Percentage
Pankaj Shantilal Parikh	2,000,000	13.20	2,000,000	13.20

d) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.

The company does not have any such contract / commitment as on reporting date.

e) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds etc.

The company does not have any securities convertible into shares as on reporting date.

3 RESERVES & SURPLUS

i Securities Premium

Opening Balance	66,000,000	60,000,000
Add: addition during the year	-	6,000,000
Closing balance	(A) 66,000,000	66,000,000

ii General Reserves

Opening Balance	365,132	365,132
Add: addition during the year	-	-
Closing balance	(B) 365,132	365,132

iii Surplus / (Deficit) in the Profit & Loss Account

Opening Balance	(5,060,847)	(5,521,406)
Add: Profit/ (loss) for the year	(5,149,299)	576,559
Amount available for appropriation	(10,210,146)	(4,944,847)
Less: Appropriation		
Transfer to statutory reserves	-	116,000
Closing balance	(C) (10,210,146)	(5,060,847)



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012 (Contd...)

		(Amount in Rs.)	
		31 st March 2012	31 st March 2011
	iv Statutory Reserves		
	Opening Balance	445,200	329,200
	Add: Transfer from Profit & Loss Account	-	116,000
	(D)	445,200	445,200
	(A+B+C+D)	56,600,186	61,749,485
4 SHORT TERM BORROWING			
	Loan Repayable on demand		
	From Banks		
	Secured(against FDR)	77,431,746	47,947,184
	Unsecured	-	-
		77,431,746	47,947,184
5 TRADE PAYABLE			
	Total outstanding dues of Micro & Small Enterprises	-	-
	Total outstanding dues of creditors other than Micro & Small Enterprises	4,400,330	-
		4,400,330	-
6 OTHER CURRENT LIABILITIES			
	Other payable	132,629	125,930
		132,629	125,930
7 SHORT TERM PROVISION			
	Provision for Standard Assets	331,000	174,000
		331,000	174,000



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012 (Contd...)

(Amount in Rs.)

8 FIXED ASSETS

Tangible Assets	Gross Block				Depreciation				Net Block	
	As at 01/04/11	Addition during the year	Deduct during the year	As at 31/03/12	As at 01/04/11	Addition during the year	Deduct during the year	As at March 2012	WDV as on 31/03/12	WDV as on 31/03/11
Land at Jaipur	567,040	-	-	567,040	-	-	-	-	567,040	567,040
Furniture & Fixtures	385,969	-	-	385,969	33,095	24,432	-	57,527	328,442	352,874
Office Equipments	212,171	28,495	-	240,666	75,459	11,188	-	86,647	154,019	136,712
Computers	822,419	-	15,392	807,027	464,250	132,239	15,392	581,097	225,930	358,169
Air Conditioners	153,500	-	-	153,500	102,069	7,291	-	109,360	44,140	51,431
Vehicles	1,351,752	603,911	-	1,955,663	449,807	142,759	-	592,566	1,363,097	901,945
Total	3,492,851	632,406	15,392	4,109,865	1,124,680	317,909	15,392	1,427,197	2,682,668	2,368,171
Previous year	4,130,791	128,810	766,750	3,492,851	1,573,494	317,936	766,750	1,124,680	2,368,171	2,557,297

9 NON CURRENT INVESTMENTS

Long term investments-Non trade Quoted

In Equity Shares (Fully paid up)

Yash Management & Satellite Ltd.

	31 st March 2012		31 st March 2011	
	No. of Shares	Amount	No. of Shares	Amount

	1,440,000	17,789,124	1,440,000	17,789,124
A		17,789,124		17,789,124

In Debentures & Bonds

Shriram City Union Finance Ltd. (NCD-1)

Shriram Transport Company Ltd.(NCD 1)

Shriram Transport Company Ltd.(NCD 9)

Religare Finvest (12.50% Bonds)

Indian Hotels Company Ltd (NCD)

	301	304,250	-	-
	500	511,116	400	410,616
	1,150	1,175,690	1,150	1,175,690
	1,750	1,764,018	-	-
	-	-	70	7,000
B		3,755,074		1,593,306

In Fully paid up Equity shares Unquoted

In Associates

Upsurge Shares & Securities Pvt. Ltd

Others

The Bharat Co- Operative Bank Mumbai Ltd

	50,000	500,000	50,000	500,000
	50,000	500,000	50,000	500,000
C		1,000,000		1,000,000
(A+B+C)		22,544,198		20,382,430

Aggregate market value of quoted investment

Aggregate value of unquoted investment

	16,138,431	18,138,798
	1,000,000	1,000,000



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012 (Contd.....)

		(Amount in Rs.)	
		31 st March 2012	31 st March 2011
10 INVENTORIES			
	Stock –in- Trade	104,215,346	53,988,559
		104,215,346	53,988,559
		31 st March 2012	31 st March 2011
11 TRADE RECEIVABLE			
	Unsecured considered good	-	-
	Outstanding for a period exceeding six months	-	-
	Others	1,560,542	3,80,716
		1,560,542	380,716
		31 st March 2012	31 st March 2011
12 CASH & CASH EQUIVALENTS			
	(i) Balances with Banks :		
	- Current Accounts	20,114	10,114
	- Overdraft Accounts	140,861	459,220
	- Deposit Accounts	93,500,160	111,693,589
	(ii) Cash in Hand	711,031	297,505
		94,372,166	112,460,428
		31 st March 2012	31 st March 2011
13 SHORT TERM LOANS & ADVANCES			
	1. Security Deposits		
	Unsecured, considered good	1,000,000	1,000,000
	2. Advances recoverable in cash or in kind for value to be received		
	(Advances Considered good for which Company holds no Security other than personal security)		
	Inter Corporate loans	31,100,065	40,134,686
	Other Loans & Advances	30,350,102	28,091,461
	Considered doubtful	1,000,000	1,000,000
	3. Prepaid expenses	18,394	13,452
	4. Share Application Money Given	650	-
	5. Advance income tax & TDS - Unsecured, considered good	1,461,604	1,700,696
		64,930,815	71,940,295



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012 (Contd.....)

		(Amount in Rs.)	
		31 st March 2012	31 st March 2011
14	OTHER CURRENT ASSETS		
	Accrued interest on NCD's	114,156	-
		<u>114,156</u>	<u>-</u>
		31st March 2012	31st March 2011
15	INCOME FROM OPERATION		
	Sale of Shares & Securities	128,167,882	203,945,385
	Interest income	10,184,279	9,594,208
	Dividend income (from traded Shares & Securities)	686,519	364,106
	Profit from trading activities	463,490	171,787
	Profit from stock futures	140,714	178,460
		<u>139,642,884</u>	<u>214,253,946</u>
		31st March 2012	31st March 2011
16	OTHER INCOME		
	Brokerage received	4,723	2,098
	Profit on sale of Fixed assets	-	4,511
		<u>4,723</u>	<u>6,609</u>
		31st March 2012	31st March 2011
17	PURCHASE OF STOCK IN TRADE		
	Purchase of Shares & Securities	188,938,627	208,299,198
	Securities transaction charges	391,095	520,525
	Demat charges	16,055	17,989
	Transaction & Service charges	88,260	128,577
		<u>189,434,037</u>	<u>208,966,289</u>
		31st March 2012	31st March 2011
18	CHANGES IN INVENTORIES		
	Closing Stock		
	-Stock in Trade	104,215,346	53,988,559
	Less:		
	Opening Stock		
	-Stock in Trade	53,988,559	52,857,195
		<u>50,226,787</u>	<u>1,131,364</u>
		31st March 2012	31st March 2011
19	EMPLOYEE BENEFITS EXPENSES		
	Salary, Wages, Bonus etc	2,336,831	2,200,029
	Staff Welfare expenses	168,558	204,374
		<u>2,505,389</u>	<u>2,404,403</u>



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012 (Contd.....)

		(Amount in Rs.)	
		31 st March 2012	31 st March 2011
20	FINANCE COSTS		
	Interest expenses others	31,872	-
		31,872	-
21	OTHER EXPENSES	31st March 2012	31st March 2011
	Electricity charges	169,318	170,209
	Rent	336,000	336,000
	Repairs & Maintenance		
	-Building repair	-	-
	-other repair	43,089	29,295
	Legal & Professional Fees -		
	- Legal & Professional Fees	315,409	419,009
	- Filing Fees	1,500	423,000
	Payment to Auditors		
	-Audit fees	50,000	50,000
	-Tax Audit fees	25,000	25,000
	-For other services	-	-
	-For Reimbursement of Expenses	-	-
	-Service tax on above	9,270	7,725
	Business Promotion	110,732	88,337
	Travelling & Conveyance	372,077	359,733
	Listing fees & Other Charges	44,120	88,240
	Office Expenses	121,868	119,134
	Printing, Stationary & Xerox	133,043	136,489
	Motor Car Expenses	307,795	335,177
	Miscellaneous & Other Expenses	538,265	365,384
	Provision for Standard Assets	157,000	174,000
		2,734,486	3,126,732
		31st March 2012	31st March 2011
22	FOREIGN CURRENCY TRANSACTION		
	Expenditure in foreign currency		
	-Foreign travelling	96,500	-
23	SEGMENT REPORTING		
	The company is mainly engaged in the business of Investment & Finance. All the activities of the company revolve around the main business, and as such, in the opinion of the management, there are no separate reportable segments.		

Upsurge Investment & Finance Ltd.

24 RELATED PARTY TRANSACTION

List of related parties with whom transactions have taken place:

- | | |
|---------------------------------------|------------------------------|
| i. Particulars of Associate Companies | Nature of relationship |
| Name of Related Party | |
| Yash Securities Pvt. Ltd. | Associate Company |
| Sankalp Properties Pvt. Ltd | Associate Company |
| | |
| ii. Key Management Personnel | |
| Name of Related Party | Nature of Relationship |
| Shri D.K.Goyal | Chairman & Managing Director |

iii. **Transactions during the year with related parties.** (Rs. In lacs)

Nature of Transaction	31 st March 2012		31 st March 2011	
	Associate Companies	Key Management Personnel	Associate Companies	Key Management Personnel
Expenditure				
Rent Paid	3.36		3.36	
Salary		4.80		4.80

25 EARNING PER SHARE

		31 st March 2012	31 st March 2011
a)	Net profit / (loss) after tax available to equity shareholders	(5,149,299)	576,559
b)	Weighted average no. of basic & diluted equity shares outstanding during the year	15,152,400	12,061,989
c)	Face Value per Equity Share (Rs.)	10.00	10.00
d)	Basic & Diluted EPS	(0.34)	0.05

26 AMOUNT DUE TO MICRO SMALL AND MEDIUM ENTERPRISES:

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

- 27 In view of the revision to the Schedule VI as per notification issued by the Central Government, the financial statements for the year ended 31st March 2012 have been prepared as per the requirement of the Revised Schedule VI of the Companies Act, 1956. The previous year's figures have been accordingly regrouped/reclassified to conform to the current year's classification



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH 2012 (Contd.....)

As required in terms of paragraph 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(Rs. In lacs)

	Amount Outstanding	Amount Overdue
Liabilities side:		
1 Loans and Advances availed by the NBFC's inclusive of interest accrued thereon but not paid		
(a) Debenture: Secured	-	-
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) Other Loans		
Overdraft balance with Banks (Secured against Fixed Deposit)	774.32	479.47
* Please see note 1 below		
Assets Side:		
2 Break up of Loans and advances including bills receivables (other than those included in (4) below)		
(a) Secured	-	-
(b) Unsecured	649.31	-
3 Break up of Leased Assets and Stock on hire and other assets counting towards AFC activities		
i Lease assets including lease rentals under sundry debtors:		
(a) Financial lease	-	-
(b) Operating lease	-	-
ii Stock on hire including hire charges under sundry debtors		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
iii Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
4 Break-up of Investments:		
Current Investments:		
1 Quoted		
(i) Shares (a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (Please specify)	-	-



Upsurge Investment & Finance Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (Contd.....)

As required in terms of paragraph 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 (Contd...)

(Rs. In lacs)

Category	Market value / Break up or fair value or NAV	Book Value (Net of Provisions)
2 Other than related parties	171.38	225.44
Total	171.38	225.44

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

7 Other information

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	-
(b) Other than related parties	10.00
(ii) Net Non-Performing Assets	
(a) Related parties	-
(b) Other than related parties	10.00
(iii) Assets acquired in satisfaction of debt	-

Notes:

- As defined in Paragraph 2 (1) (xii) of the Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standard and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

As per our report of even date

For Bansal Bansal & Co.

FRN: 100986W

Chartered Accountants

Manoj Kumar Agarwal

Partner

M.No. 107624

For and on behalf of the Board of Director

D.K.Goyal

Managing Director

Balkishan Goyal

Director

Swati Dhoundiyal

Company Secretary

Mumbai, dated 29th June 2012



Upsurge Investment & Finance Ltd.

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

ATTENDANCE SLIP

Please bring this attendance slip and hand over at the entrance of Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (West) Mumbai – 400 053

Name & Address of the Shareholder:	FOLIO NO.
.....	DP ID
.....	CLIENT ID.....
.....	SHARES HELD.....

I hereby record my presence at the EIGHTEENTH Annual General Meeting at Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (West) Mumbai – 400 053 on Monday 13th August, 2012 at 10.00 A.M.

.....
Signature of the Member or Proxy

-----Cut Here-----



Upsurge Investment & Finance Ltd.

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

PROXY

I/We.....of in the district ofbeing a member(s) of the above Named Company hereby appoint through Of in the district ofor failing him through in the district of

As my/our proxy to vote for me/us our behalf at the EIGHTEENTH Annual General Meeting of the Company to be held on Monday 13th August, 2012 at 10.00 a.m. and at any adjournment thereof.

Signed thisday of2012.

FOLIO NO.....

DP ID

Affix
1Re.
Revenue
Stamp

Notes:

1. The Proxy form should be signed across the revenue stamp as per the specimen recorded with the DP.
2. The proxy form duly completed and signed must be deposited at the Registered Office of the company not less than 48 hours before the time for holding the meeting.

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UPSURGE INVESTMENT & FINANCE LIMITED

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