



Upsurge Investment & Finance Ltd.

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31st March 2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L67120MH1994PLC079254
2	Registration Date	28/06/1994
3	Name of the Company	UPSURGE INVESTMENT & FINANCE LIMITED
4	Category/Sub-category of the Company	Public Ltd/ Company Limited by Shares
5	Address of the Registered office & contact details	Office No. 303, Morya Landmark-1, Behind Crystal Plaza, Off New Link Road, Andheri (West), Mumbai- 400 053 Tel No. 022-67425441 Fax: 022-67425440 Email : info@upsurgeinvestment.com Website: www.upsurgeinvestment.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Sharex Dynamic (India) Pvt. Ltd (Upto 30th July,2018) 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. 022 -22641376 / 22702485 Fax No. 022 - 22641349 M/s Adroit Corporate Services Private Limited (W.e.f. 31st July,2018) 17-20, Jafferbhoy Industrial Estate, Makhwana Rd, Marol Andheri (East) Mumbai -400 059 Tel: 022-42270400

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Finance & Investment activities	6492	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	N.A	N.A	N.A	N.A	N.A

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3,248,100	-	3,248,100	21.44%	3,648,100	-	3,648,100	24.08%	2.64%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1,397,000	-	1,397,000	9.22%	1,705,000	-	1,705,000	11.25%	2.03%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	4,645,100	-	4,645,100	30.66%	5,353,100	-	5,353,100	35.33%	4.67%



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Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	46,45,100	-	46,45,100	30.66%	53,53,100	-	53,53,100	35.33%	4.67%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	900	900	0.01%	-	900	900	0.01%	-
b) Banks / FI	-	-	-	-	500	-	500	0.00%	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	900	900	0.01%	500	900	1,400	0.01%	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	49,30,617	46,000	49,76,617	32.84%	40,61,975	46,000	41,07,975	27.11%	-5.73%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,89,524	3,42,289	10,31,813	6.81%	6,13,758	3,33,501	9,47,259	6.25%	-0.56%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	43,25,269	-	43,25,269	28.55%	40,29,273	-	40,29,273	26.59%	-1.95%



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Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	1,465	23,312	24,777	0.16%	-	23,300	23,300	0.15%	-0.01%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	1,47,924	-	1,47,924	0.98%	6,90,093	-	6,90,093	4.55%	3.57%
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	1,00,94,799	4,11,601	1,05,06,400	69.34%	93,95,099	4,02,801	97,97,900	64.66%	-4.67%
Total Public (B)	1,00,94,799	4,12,501	1,05,07,300	69.34%	93,95,599	4,03,701	97,99,300	64.67%	-4.67%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,47,39,899	4,12,501	1,51,52,400	100.00%	1,47,48,699	4,03,701	1,51,52,400	100.00%	-

(ii) Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Gagan Deep Multitrade Pvt. Ltd.	9,97,000	6.58	-	11,60,000	7.66	-	1.08
2	Pratibha Goyal	7,40,000	4.88	-	7,40,000	4.88	-	-
3	Dayakrishna Goyal	8,50,000	5.61	-	12,50,000	8.25	-	2.64
4	Dayakrishna Goyal HUF	13,00,000	8.58	-	13,00,000	8.58	-	-
5	Navrati Anurag Gupta	3,00,000	1.98	-	3,00,000	1.98	-	-
6	Yash Securities Pvt. Ltd.	4,00,000	2.64	-	4,00,000	2.64	-	-
7	Upsurge Share & Securities Pvt Ltd	-	-	-	1,45,000	0.96	-	0.96
8	Bal Kishan Goyal	58,100	0.38	-	58,100	0.38	-	-
	Total	46,45,100	30.65	-	53,53,100	35.33	-	4.67



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(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of the shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Gagan Deep Multitrade Pvt. Ltd.				
	At the beginning of the year	997000	6.58	997000	6.58
	Date wise Increase / Decrease in Shareholding during the year				
	20th May, 2017 (Purchases)	163000	1.08	1160000	7.66
	At the end of the year	1160000	7.66	1160000	7.66
2	Dayakrishna Goyal				
	At the beginning of the year	850000	5.61	850000	5.61
	Date wise Increase / Decrease in Shareholding during the year				
	6th May, 2017 (Purchases)	73500	0.49	923500	6.09
	12th May, 2017 (Purchases)	269213	1.78	1192713	7.87
	20th May, 2017 (Purchases)	57287	0.38	1250000	8.25
	At the end of the year	1250000	8.25	1250000	8.25
3	Upsurge Share & Securities Pvt Ltd				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year				
	12th May, 2017 (Purchases)	116775	0.77	116775	0.77
	20th May, 2017 (Purchases)	28225	0.19	145000	0.96
	At the end of the year	145000	0.96	145000	0.96

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Aarti Mitesh Jhunjhunwala				
	At the beginning of the year	737188	4.87	737188	4.87
	Date wise Increase / Decrease in Shareholding during the year				
	At the end of the year	737188	4.87	737188	4.87
2	Florence Securities Private Limited				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year				
	4th August, 2017 (Purchases)	588988	3.89	588988	3.89
	At the end of the year	588988	3.89	588988	3.89
3	Carron Investments Pvt Ltd				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year				
	8th December, 2017(Purchases)	574983	3.79	574983	3.79
	At the end of the year	574983	3.79	574983	3.79
4	Choice Merchandise Broking Private Limited				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year				
	31st March, 2018 (Purchases)	430000	2.84	430000	2.84
	At the end of the year	430000	2.84	430000	2.84



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Sr. No.	Name of the shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
5	Chartered Capital Research Private Limited				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year				
	8th December, 2017 (Purchases)	344900	2.28	344900	2.28
	At the end of the year	344900	2.28	344900	2.28
6	Intellect Money Pvt. Ltd.				
	At the beginning of the year	307691	2.03	307691	2.03
	Date wise Increase / Decrease in Shareholding during the year				
	1st September, 2017 (Sale)	(5848)	(0.04)	301843	1.99
	2nd February, 2018 (Sale)	(22500)	(0.15)	279343	1.84
	2nd February, 2018 (Purchases)	22500	0.15	301843	1.99
	At the end of the year	301843	1.99	301843	1.99
7	Syncom Formulation (India) Ltd.				
	At the beginning of the year	274000	1.81	274000	1.81
	Increase / Decrease in Shareholding during the year				
	At the end of the year	274000	1.81	274000	1.81
8	Eco Recycling Limited.				
	At the beginning of the year	368945	2.43	368945	2.43
	Date wise Increase / Decrease in Shareholding during the year				
	2nd February, 2018 (Sale)	(100000)	(0.66)	268945	1.77
	At the end of the year	268945	1.77	268945	1.77
9	Sunil Anant Mahadik				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year				
	8th September, 2017 (Purchases)	250202	1.65	250202	1.65
	At the end of the year	250202	1.65	250202	1.65
10	Vishnu Garg HUF				
	At the beginning of the year	271188	1.79	271188	1.79
	Date wise Increase / Decrease in Shareholding during the year				
	3rd November, 2017 (Sale)	(28700)	(0.19)	242488	1.60
	10th November, 2017 (Sale)	(3000)	(0.02)	239488	1.58
	12th January, 2018 (Sale)	(7004)	(0.05)	232484	1.53
	At the end of the year	232484	1.53	232484	1.53
11	Modern Trading Business Pvt. Ltd.				
	At the beginning of the year	574983	3.79	574983	3.79
	Date wise Increase / Decrease in Shareholding during the year				
	8th December, 2017 (Sale)	(574983)	(3.79)	-	-
	At the end of the year	-	-	-	-



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Sr. No.	Name of the shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
12	Alken Management & Financial services Pvt. Ltd				
	At the beginning of the year	416400	2.75	416400	2.75
	Date wise Increase / Decrease in Shareholding during the year				
	4th August, 2017 (Sales)	(416400)	(2.75)	-	-
	At the end of the year	-	-	-	-
13	Manasvi Consultancy Private Limited				
	At the beginning of the year	368314	2.43	368314	2.43
	Date wise Increase / Decrease in Shareholding during the year				
	5th May, 2017 (Sale)	(66532)	(0.44)	301782	1.99
	12th May, 2017 (Purchases)	28218	0.19	330000	2.18
	19th May, 2017 (Sale)	(330000)	(2.18)	-	-
	At the end of the year	-	-	-	-
14	Signora Finance Private Limited				
	At the beginning of the year	344900	2.28	344900	2.28
	Date wise Increase / Decrease in Shareholding during the year				
	8th December, 2017 (Sale)	(344900)	(2.28)	-	-
	At the end of the year	-	-	-	-
15	Babita Pakesh Sharma				
	At the beginning of the year	250202	1.65	250202	1.65
	Date wise Increase / Decrease in Shareholding during the year				
	8th September, 2017 (Sale)	(250202)	(1.65)	-	-
	At the end of the year	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
Directors					
1	Dayakrishna Goyal				
	At the beginning of the year	850000	5.61	850000	5.61
	Date wise Increase / Decrease in				
	6th May, 2017 (Purchases)	73500	0.49	923500	6.09
	12th May, 2017 (Purchases)	269213	1.78	1192713	7.87
	20th May, 2017 (Purchases)	57287	0.38	1250000	8.25
	At the end of the year	1250000	8.25	1250000	8.25
2	Pratibha Goyal				
	At the beginning of the year	740000	4.88	740000	4.88
	Date wise Increase / Decrease in				
	At the end of the year	740000	4.88	740000	740000



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ii) Interest due but not paid	Nil	Nil	Nil	
iii) Interest accrued but not due	Nil	Nil	Nil	
Total (i+ii+iii)	-	-	-	
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	
* Reduction	Nil	Nil	Nil	
Net Change	-	-	-	
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	
ii) Interest due but not paid	Nil	Nil	Nil	
iii) Interest accrued but not due	Nil	Nil	Nil	
Total (i+ii+iii)	-	-	-	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Name of the Managing Director:- Mr. Dayakrishna Goyal

Sr No.	Particulars of Remuneration	Total Amount (Rs.)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	
2	Stock Option	-
3	Sweat Equity	-
4	Commission	
	- as % of profit	-
	- others, specify	-
5	Others, please specify	-
	Total (A)	8,40,000
	Ceiling as per the Act	84 lacs

B. Remuneration to other Directors

Sr. No	Particulars of Remuneration	Name of Directors	Total Amount (Rs)
1	Independent Directors	-	
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (1)	-	-
2	Other Non-Executive Directors	-	
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-



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2	Other Non-Executive Directors	-	-
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration	-	8,40,000
	Overall Ceiling as per the Act	-	84 lacs

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No	Particulars of Remuneration	Total Amount (Rs.)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,91,134
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	
	- as % of profit	-
	- others, specify	-
5	Others, please specify	-
	Total	5,91,134

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/	Authority [RD / NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty		NONE			
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					