
Upsurge Investment & Finance Ltd.

Date: 29th September, 2017

To,
The Manager
Corporate Relations Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Ref: Upsurge Investment and Finance Limited (Security Code: 531390)

Sub: Disclosure of voting results of the 23rd Annual General Meeting held on 29th September, 2017.

Dear Sir/ Madam,

The 23rd Annual General Meeting of the members of the Company was held on Friday, 29th September, 2017 at 10.00 A.M. (IST) at Shabari 'SAI-DWAR' Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West), Mumbai- 400053.

In this regards, please find attached herewith:

1. Details of Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as "Annexure I".
2. Report of Scrutinizer dated 29th September, 2017 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 as "Annexure II".

Kindly take this on your record.

Thanking you
Yours Faithfully

For: Upsurge Investment & Finance Limited



Nikita Trivedi
Company Secretary & Compliance Officer

Encl:a/a

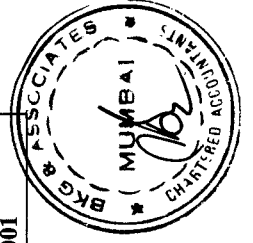
Annexure I
Details of Voting Results

Date of the AGM	29 th September, 2017
Total number of shareholders on record date	2455
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	7 14
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NIL

Agenda- wise disclosure

Resolution No. 1 required: (ORDINARY RESOLUTION)		To receive, consider and adopt the audited financial statements including the Audited Balance sheet as at 31st March, 2017, the audited statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5295000	98.91	5295000	0	100	0
	Poll	5353100	0	0	0	0	0	0
	Total		5295000	98.91	5295000	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	NIL	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		1071136	10.93	1071134	2	99.9999	0.0001
	Poll	9799300	217808	2.22	217808	0	100	0
	Total		1288944	13.15	1288942	2	100	0
Total		15152400	6583944	43.45	6583942	2	99.9999	0.0001

The above Resolution was passed unanimously.

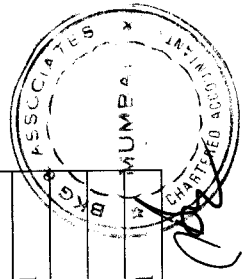


Resolution No. 2 required: (ORDINARY RESOLUTION)		To appoint a Director in place of Mr. Dayakrishna Goyal (DIN: 00398539), who retires by rotation, and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5295000	98.91	5295000	0	100	0
	Poll	5353100	0	0	0	0	0	0
	Total		5295000	98.91	5295000	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	NIL	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		1071136	10.93	1071134	2	99.9999	0.0001
	Poll	9799300	217808	2.22	217808	0	100	0
	Total		1288944	13.15	1288942	2	100	0
Total		15152400	6583944	43.45	6583942	2	99.9999	0.0001

The above Resolution was passed unanimously.

Resolution No. 3 required: (ORDINARY RESOLUTION)		To appoint M/s Jain & Trivedi, Chartered Accountants, Mumbai [Firm Reg. No. 113496W] as Statutory Auditors of the company and fix their remuneration.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5295000	98.91	5295000	0	100	0
	Poll	5353100	0	0	0	0	0	0
	Total		5295000	98.91	5295000	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	NIL	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		1071136	10.93	1071134	2	99.9999	0.0001
	Poll	9799300	217808	2.22	217808	0	100	0
	Total		1288944	13.15	1288942	2	100	0
Total		15152400	6583944	43.45	6583942	2	99.9999	0.0001

The above Resolution was passed unanimously.

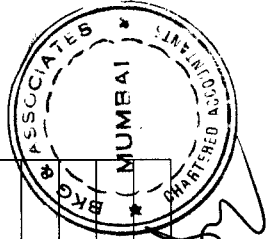


Resolution No. 4 required: (ORDINARY RESOLUTION)		Re-appointment of Mr. Dayakrishna Goyal (DIN: 00398539), as Chairman and Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5295000	98.91	5295000	0	100	0
	Poll	5353100	0	0	0	0	0	0
	Total		5295000	98.91	5295000	0	100	0
Public- Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		1071136	10.93	1071134	2	99.9999	0.0001
	Poll	9799300	217808	2.22	217808	0	100	0
	Total		1288944	13.15	1288942	2	100	0
Total		15152400	6583944	43.45	6583942	2	99.9999	0.0001

The above Resolution was passed unanimously.

Resolution No. 5 required: (ORDINARY RESOLUTION)		Service of documents to members						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5295000	98.91	5295000	0	100	0
	Poll	5353100	0	0	0	0	0	0
	Total		5295000	98.91	5295000	0	100	0
Public- Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		1071136	10.93	1071134	2	99.9999	0.0001
	Poll	9799300	217808	2.22	217808	0	100	0
	Total		1288944	13.15	1288942	2	100	0
Total		15152400	6583944	43.45	6583942	2	99.9999	0.0001

The above Resolution was passed unanimously.



Annexure II

Report of Scrutinizer

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 (3) (xi) and 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
UPSURGE INVESTMENT AND FINANCE LIMITED
Office No. 303, Morya Landmark- I,
Opp. Infiniti Mall,
Off New Link Road,
Andheri (W), Mumbai- 400053

The 23rd Annual General Meeting of the shareholders of Upsurge Investment and Finance Limited held on 29th September, 2017 at 10.00 A.M. (IST) at Shabari 'SAI-DWAR' Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West), Mumbai-400053.

Dear Sir,

I, Brij Kishor Gupta, Partner of BKG & Associates, Practicing Chartered Accountant was appointed as Scrutinizer by the Board of Directors of Upsurge Investment and Finance Limited (the Company) as Scrutinizer(s) for the purpose of scrutinizing the e- voting and poll process and ascertaining the requisite majority on e- voting and poll carried out as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of 23rd Annual General Meeting of the Equity Shareholders of the Company, held on 29th September, 2017 at 10.00 A.M. (IST) at Shabari 'SAI-DWAR' Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West), Mumbai-400053 submit my report as under:

My report on remote e- voting of the votes cast "*in favour*" or "*against*" the resolution stated below, based on the reports generated from the e- voting system provided by Central Depository Services Limited (CDSL), and report on poll is based on poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorised/ proxies lodged with the Company.

Further to the above, I submit my report as under:

1. The e- voting remained open from Tuesday, 26th September, 2017 (10.00 AM) to Thursday, 28th September, 2017 (5.00 pm).
2. The members of the Company as on the "cut off" date i.e. Friday, 22nd September, 2017 were entitled to vote on the resolutions. (Resolution No. 1 to 5 as set in the notice of 23rd AGM of the Company)
3. The votes cast by e-voting were unblocked on the 29th September, 2017 after 12.00 noon and locked ballot boxes were subsequently opened and poll papers were diligently scrutinized in the presence of 2 witnesses, Mr. Rajendra Dubey and Mr. Arun Jain who are not in the employment of the Company.



B K G & Associates
Chartered Accountants

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

4. The total numbers of e-voting received were 27 for 6366136 votes and total numbers of poll received were 9 for 217808 votes
5. The results of e- voting and poll are as under:

CONSOLIDATED RESULTS

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the audited financial statements including the Audited Balance Sheet as at 31st March, 2017, the audited statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6366134	217808	6583942	100
Dissent	2	0	2	100
Invalid/ Abstain	0	0	0	0
Total	6366136	217808	6583944	100

Resolution passed with requisite majority

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Dayakrishna Goyal (DIN: 00398539), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6366134	217808	6583942	100
Dissent	2	0	2	100
Invalid/ Abstain	0	0	0	0
Total	6366136	217808	6583944	100

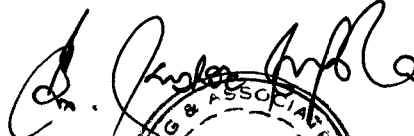
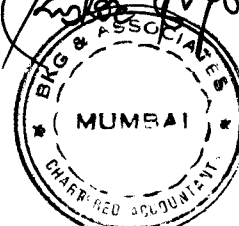
Resolution passed with requisite majority

Resolution No. 3: Ordinary Resolution

Appointment of M/s Jain & Trivedi, Chartered Accountants, Mumbai [Firm Regd. No. 113496W], as Statutory Auditor and fix their remuneration pursuant to Section 139 of Companies Act, 2013.

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6366134	217808	6583942	100
Dissent	2	0	2	100
Invalid/ Abstain	0	0	0	0
Total	6366136	217808	6583944	100

Resolution passed with requisite majority

B K G & Associates
Chartered Accountants

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

Resolution No. 4: Ordinary Resolution

Re-appointment of Mr. Dayakrishna Goyal (DIN: 00398539), Chairman and Managing Director of the Company.

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6366134	217808	6583942	100
Dissent	2	0	2	100
Invalid/ Abstain	0	0	0	0
Total	6366136	217808	6583944	100

Resolution passed with requisite majority.

Resolution No. 5: Ordinary Resolution

Service of documents to members.

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6366134	217808	6583942	100
Dissent	2	0	2	100
Invalid/ Abstain	0	0	0	0
Total	6366136	217808	6583944	100

Resolution passed with requisite majority.

6. All other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you
Yours Faithfully,

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



Brij Kishor Gupta
Partner
M.No. 040889

Place: Mumbai
Date: 29th September, 2017