



B K G & Associates
Chartered Accountants

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

Report of Scrutinizer(s)
&
Consolidated Results of E-Voting and Poll

(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)

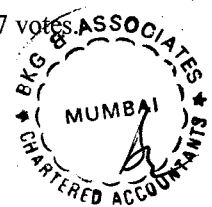
To,
Mr. D.K.Goyal
Chairman of the Twenty-First Annual General Meeting of the members of
Upsurge Investment & Finance Limited held on 30th September 2015 at 4.00 p.m.
Office No.303, Morya Landmark I, Behind Crystal Plaza,
Off New Link Road, Andheri (West),
Mumbai 400 053

Dear Sir,

Subject: Scrutinizers report on e-voting and poll conducted pursuant to the provisions of Section 108 and section 109 of the Companies Act, 2013 read with Rule 20 and rule 21 of the Companies (Management and Administration) Rules, 2014

1. I, Brij Kishore Gupta, Partner of B K G & Associates, Chartered Accountant in whole - time practice, (M. No. 40889) have been appointed by the Board of Directors of Upsurge Investment & Finance Limited 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 resolution contained in the notice of the Twenty-First Annual General meeting of the Equity Shareholders of Upsurge Investment & Finance Limited, held on 30th September 2015 at 04.00 P.M. at Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, Opp. Infiniti Mall, New Link Road, Andheri- (W), Mumbai – 400 053
2. 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 the poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting remained open from September 27, 2015(10.a.m.) to September 29, 2015 (5.00.p.m.)
 - ii. The members of the Company as on the “cut off” date i.e. September 23, 2015 were entitled to vote on the resolutions. (Resolution No. 1 to 4 as set in the notice of the Twenty-Second AGM of the Company)
 - iii. The votes cast by e-voting were unblocked on the October 1, 2015 after 12.00 a.m. and locked ballot boxes were subsequently opened and poll papers were diligently scrutinized in the presence of 2 witnesses, Mr. Sagar Mane and Ms. Reshma Nagrani who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
 - iv. I did not find any poll papers invalid.
 - v. The total number of ballots (physical and e-voting) received were 18 for 48,23,747 votes.
 - vi. The results of e-voting and poll are as under:

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CONSOLIDATED RESULTS OF RESOLUTION NO.1- ORDINARY RESOLUTION

Resolution No. 1: To receive, consider and adopt the audited financial statements of the company including the Audited Balance Sheet as at 31st March 2015, the statement of Profit & Loss Account for the 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	48,10,347	13,400	48,23,747	100%
Dissent	NIL	NIL	NIL	NIL
Total	48,10,347	13,400	48,23,747	100%

Thus, the Ordinary Resolution as contained in item No.1, is passed with requisite majority.

CONSOLIDATED RESULTS OF RESOLUTION NO.2- ORDINARY RESOLUTION

Resolution No. 2 Re-appointment of Mr. D.K.Goyal, as a director who retires by rotation :

Particulars	Remote e-voting	Poll	Total	% of total number of valid votes cast
Assent	48,10,347	13,400	48,23,747	100%
Dissent	NIL	NIL	NIL	NIL
Total	48,10,347	13,400	48,23,747	100%

Thus, the Ordinary Resolution as contained in item No.2, is passed with requisite majority.

CONSOLIDATED RESULTS OF RESOLUTION NO.3- ORDINARY RESOLUTION

Resolution No. 3 Ratification of appointment of Bansal Bansal & Co. Chartered Accountants, as Auditors and fix their remuneration.

Particulars	Remote e-voting	Poll	Total	% of total number of valid votes cast
Assent	48,10,347	13,400	48,23,747	100%
Dissent	NIL	NIL	NIL	NIL
Total	48,10,347	13,400	48,23,747	100%

Thus, the Ordinary Resolution as contained in item No.3, is passed with requisite majority.

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CONSOLIDATED RESULTS OF RESOLUTION NO.4- SPECIAL RESOLUTION

Resolution No. 4 Adoption of new Articles of Association in substitution of the existing Articles of Association of the Company.

Particulars	Remote e-voting	Poll	Total	% of total number of valid votes cast
Assent	48,10,347	13,400	48,23,747	100%
Dissent	NIL	NIL	NIL	NIL
Total	48,10,347	13,400	48,23,747	100%

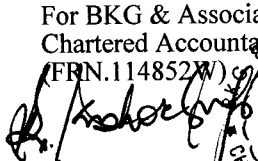
Thus, the Special Resolution as contained in item No.4, is passed with requisite majority.

viii. The poll papers and 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)


Brij Kishore Gupta
Partner

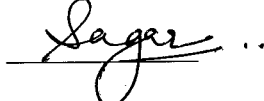




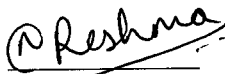

M.No. 40889

Place: Mumbai
Date: 01/10/2015

Witness:



1. Sagar Mane



2. Reshma Nagrani