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# Upsurge Investment & Finance Ltd.

Date: 23<sup>rd</sup> May 2019

To,  
**The Manager**  
The Corporate Relationship Department,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**Scrip Code: 531390**


**Sub: Submission of Annual Secretarial Compliance Report under regulation 24A of SEBI (Listing obligation and disclosure Requirement) 2015 for the financial year ended on 31st March 2019.**

Dear Sir/ Madam,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we enclose here with a copy of Annual Secretarial Compliance Report for the year ended on 31<sup>st</sup> March 2019 issued by M/s **KAMLESH JAIN & ASSOCIATES**, Secretarial Auditor of the Company.

Kindly acknowledge the receipt of the same and update your records.

Yours faithfully,  
For Upsurge Investment & Finance Limited

  
Ela Gupta

Company Secretary & Compliance Officer



**SECRETARIAL COMPLIANCE REPORT OF UPSURGE INVESTMENT AND FINANCE  
LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

We, Kamlesh Jain & Associates, have examined:

- a) all the documents and records made available to us and explanation provided by Upsurge Investment and Finance Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		NIL	

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary, if any
			Not Applicable	

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:





Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable				

**For Kamlesh Jain & Associates  
Company Secretaries**

*Kamlesh Jain*

Kamlesh Jain  
Proprietor  
ACS-14068  
CP No.- 14577  
Place: Mumbai  
Date: 22<sup>nd</sup> May, 2019

