UPSURGE INVESTMENT & FINANCE LIMITED

Regd, Office: Office No. 303, Morya Landmark I, Behind Crystal Plaza, Off. New Link Road, Andheri (West), Mumbai, Maharashtra, 400053 CIN: L67120MH1994PLC079254 Contact No. 022-**67425441,Email Id:** info@upsurgeinvestment.com

June 22, 2020

To,

BSE Ltd., Listing Department, P.J. Towers, 1st Floor, Dalal Street, Fort, Mumbai - 400 001

Scrip Code: 531390

Sub: Secretarial Compliance Report for the year ended March 31, 2020.

Dear Sir,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Secretarial Compliance Report for the financial year ended March 31, 2020, issued by CS Kamlesh Jain & Associates, Practicing Company Secretaries.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Upsurge Investment & Finance Limited

Sd/-

Ela Gupta

Company Secretary and Compliance Officer

Encl.: as above



800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai – 400057

Tel.: 022-4048 2500 Fax: 022-4048 2525

Email: kamleshkjain01@gmail.com

SECRETARIAL COMPLIANCE REPORT OF UPSURGE INVESTMENT AND FINANCE LIMITED FOR THE YEAR ENDED 31ST MARCH, 2020

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 31st March, 2020 ("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;



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- 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 voilation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ Remarks of the Practicing Company Secretary, if any		
Not Applicable							

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

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

For Kamlesh Jain & Associates Company Secretaries

Kamlesh Jain Proprietor ACS-14068 CP No.- 14577

Place: Mumbai

Date: 22nd June, 2020

UDIN: A014068B000364099