



Upsurge Investment & Finance Ltd.

May 26, 2021

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

Scrip Code: 531390

Sub: Submission of Annual Secretarial Compliance Report for the Year Ended 31st March 2021.

Dear Sir,

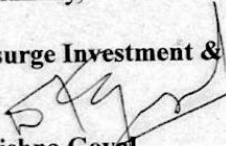
In terms of SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 08, 2019, Please find enclosed herewith Annual Secretarial Compliance Report duly issued to the Company by M/s kamlesh Jain & Associates, Practising Company Secretary for the financial year ended March 31st 2021.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Upsurge Investment & Finance Limited


Dayakrishna Goyal
Managing Director



Encl.: as above



**SECRETARIAL COMPLIANCE REPORT OF UPSURGE INVESTMENT AND
FINANCE LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021**

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, 2021 (“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; (Not applicable to the listed entity during the Review Period)
- 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; (Not applicable to the listed entity during the Review Period)



- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the listed entity during the Review Period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the Review Period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period)
- 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
1	Regulations 6(1) of SEBI LODR Regulations, 2015	Non-Compliance with requirement to appoint a qualified company secretary as compliance officer for 59 days.	a. The Company is in search to fill the casual vacancy created by resignation of Ms Ela Gupta on dated 31 st January, 2021.

- 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:



KAMLESH JAIN & ASSOCIATES
COMPANY SECRETARIES

800, Sangita Ellipse, Sahakar Road,
Vile Parle (East), Mumbai – 400057
Tel. : 022-4048 2500
Fax : 022-4048 2525
Email : kamleshkjain01@gmail.com

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
Proprietor
ACS-14068
CP No.- 14577
Place: Mumbai
Date: 26th May, 2021
UDIN: A014068C000371788