



Upsurge Investment & Finance Ltd.

Date: 27th May, 2022

To,
The General Manager
Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai – 400 001

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

Sub : Secretarial Compliance Report for the Financial Year ended 31st March, 2022.

Dear Sir/Madam,

In terms of Circular issued by the Securities and Exchange Board of India vide Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Secretarial Compliance Report for the Financial Year ended 31st March, 2022 issued by the Secretarial Auditor of the Company Mukesh Purohit & Company, Company Secretaries.

Kindly take the above on record.

Thanking you,

Yours faithfully,

FOR UPSURGE INVESTMENT & FINANCE LIMITED

Diksha Joshi
Company Secretary & Compliance Officer





**ANNUAL SECRETARIAL COMPLIANCE REPORT OF UPSURGE INVESTMENT AND
FINANCE LIMITED FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022**

We, Mukesh Purohit & Company, 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, 2022 ("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 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (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 (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the listed entity during the Review Period)
- i) 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 the requirement to appoint a qualified Company Secretary as compliance officer for 162 days.	The Company had filled the vacancy created by resignation of the earlier company secretary by appointing Ms. Diksha Joshi as a qualified company secretary and compliance officer with effect from 12 th July, 2021 and complied with the requirements of the said regulation.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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 Mukesh Purohit & Company
Company Secretaries**

Mukesh

Mukesh Purohit

Proprietor

ACS- 48563

CP No. 25204

Place: Mumbai

Date: 26th May, 2022

UDIN: A048563D000399892

Peer Review Certificate Number: 1946/2022

