

**General information about company**

Scrip code	531390
NSE Symbol	
MSEI Symbol	
ISIN	INE890B01014
Name of the entity	UPSURGE INVESTMENT AND FINANCE LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN
1	Mr	DAYAKRISHNA GOYAL	AACPG8766B	00398539	Executive Director	Chairperson	MD	04-05-1968	01-04-1995	29-07-2017		60	1	0	2	0	
2	Mr	HANSRAJ GOYAL	AAIPG7087M	00398273	Non-Executive - Independent Director	Not Applicable		29-03-1969	27-07-2009	30-09-2019		60	1	1	1	1	
3	Mr	DINESH VIJAYVARGIA	ABPPV4827N	01131902	Non-Executive - Independent Director	Not Applicable		13-09-1967	24-03-2003	30-09-2019		60	1	1	1	0	
4	Mrs	PRATIBHA GOYAL	AHAPG4289L	00399056	Non-Executive - Non Independent Director	Not Applicable		12-04-1975	08-08-2014				1	0	1	1	

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chair in / Stake Com he lis en incl this er (R Regu 26 Lis Regu
5	Mr	KIRAN VAIDYA	AABPV1281H	02548532	Non-Executive - Independent Director	Not Applicable		04-12-1960	16-01-2018			24	3	3	0	2
6	Mr	SUKHDEO AGRAWAL	ADAPA0936C	02689004	Non-Executive - Independent Director	Not Applicable		05-12-1952	16-01-2018			24	1	1	0	0

**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory	Textual Information(1)
--------------------------------------------------------------	------------------------

**Annexure 1 Text Block**

Textual Information(1)

The Company doesnt fall in the criteria of section 135(1) of the Companies Act, 2013 to constitute a Committee therefore formation of Corporate Social Responsibility Committee of the Board is not applicable to the Company.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00398273	HANSRAJ GOYAL	Non-Executive - Independent Director	Chairperson	27-07-2009		
2	00398539	DAYAKRISHNA GOYAL	Executive Director	Member	20-08-2001		
3	01131902	DINESH VIJAYVARGIA	Non-Executive - Independent Director	Member	24-03-2003		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01131902	DINESH VIJAYVARGIA	Non-Executive - Independent Director	Chairperson	24-03-2003		
2	00398273	HANSRAJ GOYAL	Non-Executive - Independent Director	Member	27-03-2009		
3	00399056	PRATIBHA GOYAL	Non-Executive - Non Independent Director	Member	08-08-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00399056	PRATIBHA GOYAL	Non-Executive - Non Independent Director	Chairperson	08-08-2014		
2	00398273	HANSRAJ GOYAL	Non-Executive - Independent Director	Member	27-07-2009		
3	00398539	DAYAKRISHNA GOYAL	Executive Director	Member	23-01-2019		







<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	17-05-2019				Yes	6	4
2		02-08-2019	76		Yes	6	4

**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	17-05-2019				Yes	3	2
2	Audit Committee	02-08-2019	76			Yes	3	2

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is <del>No</del> details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Ela Gupta
2	Designation	Company Secretary and Compliance Officer



**Annexure III****III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether <b>Corporate Governance Report</b> disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

1	Name of signatory	Ela Gupta
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Ela Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	09-10-2019

