

# Upsurge Investment & Finance Ltd.

Date: 29<sup>th</sup> September, 2018.

To,  
**The Manager**  
Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

**Ref: Upsurge Investment and Finance Limited (Security Code: 531390)**

**Sub: Disclosure of voting results of the 24<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018.**

Dear Sir/ Madam,

The 24<sup>th</sup> Annual General Meeting of the members of the Company was held on Friday, 28<sup>th</sup> September, 2018 at 10.00 A.M. (IST) at Shabari 'SAI-DWAR' Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West), Mumbai- 400053.

In this regards, please find attached:

1. Details of Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as "**Annexure I**".
2. Report of Scrutinizer dated 29<sup>th</sup> September, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 as "**Annexure II**".

Kindly take this on your record.

Thanking you

Yours faithfully

**For Upsurge Investment & Finance Limited**

  
**Ela Gupta**  
Company Secretary & Compliance Officer

Encl: As above

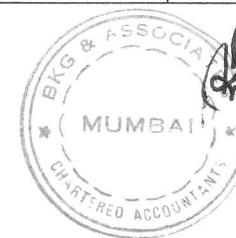
**Annexure I**  
**Details of Voting Results**

<b>Date of the AGM</b>	<b>28<sup>th</sup> September, 2018</b>
<b>Total number of shareholders on record date</b>	2444
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	7 20
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	NIL

**Agenda- wise disclosure**

<b>Resolution No. 1 required: (ORDINARY RESOLUTION)</b>			<b>To receive, consider and adopt the Audited Financial Statements including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the audited statement of Profit &amp; Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditor's thereon.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – infavour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	53,53,100	53,53,100	100	53,53,100	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>		53,53,100	100	53,53,100	0	100	0
<b>Public- Institutions</b>	<b>E-Voting</b>	NIL	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public- Non Institutions</b>	<b>E-Voting</b>	97,99,300	8,76,251	8.94	8,76,251	0	100	0
	<b>Poll</b>		14,969	0.15	14,969	0	100	0
	<b>Total</b>		8,91,220	9.09	8,91,220	0	100	0
<b>Total</b>		<b>1,51,52,400</b>	<b>62,44,320</b>	<b>41.21</b>	<b>62,44,320</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above Resolution was passed unanimously.

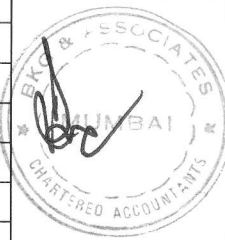


Resolution No. 2 required: (ORDINARY RESOLUTION)			To declare a final dividend of Re. 0.50 (5%) per Equity Share of the nominal value of Rs. 10/- each for the Year ended 31 <sup>st</sup> March, 2018.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,53,100	53,53,100	100	53,53,100	0	100	0
	Poll		0	0	0	0	0	0
	Total		53,53,100	100	53,53,100	0	100	0
Public-Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	97,99,300	8,76,251	8.94	8,76,251	0	100	0
	Poll		14,969	0.15	14,969	0	100	0
	Total		8,91,220	9.09	8,91,220	0	100	0
<b>Total</b>		<b>1,51,52,400</b>	<b>62,44,320</b>	<b>41.21</b>	<b>62,44,320</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above Resolution was passed unanimously.

Resolution No. 3 required: (ORDINARY RESOLUTION)			To appoint a Director in place of Mrs. Pratibha Goyal (DIN:00399056), who retires by rotation, and being eligible, offers herself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,53,100	46,13,100	86.17	46,13,100	0	100	0
	Poll		0	0	0	0	0	0
	Total		46,13,100	86.17	46,13,100	0	100	0
Public-Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	97,99,300	8,76,251	8.94	8,76,251	0	100	0
	Poll		14,969	0.15	14,969	0	100	0
	Total		8,91,220	9.09	8,91,220	0	100	0
<b>Total</b>		<b>1,51,52,400</b>	<b>55,04,320</b>	<b>36.33</b>	<b>55,04,320</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above Resolution was passed unanimously.



*Pratibha Goyal*

Resolution No. 4 required: (ORDINARY RESOLUTION)			Appointment of Mr. Kiran Vaidya as an Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – infavour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,53,100	53,53,100	100	53,53,100	0	100	0
	Poll		0	0	0	0	0	
	Total		53,53,100	100	53,53,100	0	100	0
Public-Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public- Non Institutions	E-Voting	97,99,300	8,76,251	8.94	8,76,251	0	100	0
	Poll		14,969	0.15	14,969	0	100	0
	Total		8,91,220	9.09	8,91,220	0	100	0
<b>Total</b>		<b>1,51,52,400</b>	<b>62,44,320</b>	<b>41.210</b>	<b>62,44,320</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above Resolution was passed unanimously.

Resolution No. 5 required: (ORDINARY RESOLUTION)			Appointment of Mr. Sukdeo Agrawal as an Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – infavour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,53,100	53,53,100	100	53,53,100	0	100	0
	Poll		0	0	0	0	0	
	Total		53,53,100	100	53,53,100	0	100	0
Public-Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public- Non Institutions	E-Voting	97,99,300	8,76,251	8.94	8,76,251	0	100	0
	Poll		14,969	0.15	14,969	0	100	0
	Total		8,91,220	9.09	8,91,220	0	100	0
<b>Total</b>		<b>1,51,52,400</b>	<b>62,44,320</b>	<b>41.210</b>	<b>62,44,320</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above Resolution was passed unanimously.



**B K G & Associates  
Chartered Accountants**

1/12, Ramesh Bhavan, 89, Tamba Kanta, Mumbai-400 003 ; +919322236105

---

To,  
The Chairman  
**UPSURGE INVESTMENT AND FINANCE LIMITED**  
Office No. 303, Morya Landmark- I,  
Opp. Infiniti Mall,  
Off New Link Road,  
Andheri (W), Mumbai- 400053

Dear Sir,


At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting on Poll by your Shareholders, at the Annual General Meeting of your Company held on Friday, 28<sup>th</sup> September 2018 at 10.00 A.M.

Please find enclosed Consolidated Results of remote e-Voting & Poll. A separate report on remote e-voting and the Report on Poll results at the AGM is issued by me as Scrutinizer at the AGM.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) limited (CDSL) and the Report on Poll Results prepared by me is based on the data provided / authenticated by your Registrar and Share Transfer Agent, M/s. Adroit Corporate Services Private limited.

I trust you will find Report to be comprehensive and self-explanatory in all respects.

**For BKG & ASSOCIATES  
Chartered Accountants  
(FRN, 114852W)**



**Brij Kishor Gupta  
Partner  
M.No. 040889**



Place: Mumbai  
Date: 29<sup>th</sup> September, 2018

**B K G & Associates**  
**Chartered Accountants**

1/12, Ramesh Bhavan, 89, Tamba Kanta, Mumbai-400 003 ; +919322236105

**ANNEXURE II**

**CONSOLIDATED RESULTS**

Based on Results of Remote e-Voting & Poll at the 24<sup>th</sup> Annual General Meeting held on Friday 28<sup>th</sup> September, 2018 at 10.00 a.m., Consolidated Results of each item on the Agenda as set out in the Notice dated 11<sup>th</sup> August, 2018 is annexed herewith.

**Resolution No. 1: Ordinary Resolution**

*To receive, consider and adopt the Audited Financial Statements including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the audited statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditor's thereon.*

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6229351	14969	6244320	100
Dissent	0	0	0	0
Invalid/ Abstain	0	0	0	0
<b>Total</b>	<b>6229351</b>	<b>14969</b>	<b>6244320</b>	<b>100</b>

Accordingly, out of a total 6244320 valid votes cast via remote e-Voting and Poll, 6244320 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the votes cast.

Thus, the Ordinary Resolution as contained in Item No. 1, of the Notice dated 11<sup>th</sup> August, 2018 is passed with REQUISITE MAJORITY

**Resolution No. 2: Ordinary Resolution**

*To declare a final dividend of Re. 0.50 (5%) per Equity Share of the nominal value of Rs.10/- each for the Year ended 31<sup>st</sup> March, 2018.*

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6229351	14969	6244320	100
Dissent	0	0	0	0
Invalid/ Abstain	0	0	0	0
<b>Total</b>	<b>6229351</b>	<b>14969</b>	<b>6244320</b>	<b>100</b>

Accordingly, out of a total 6244320 valid votes cast via remote e-Voting and Poll, 6244320 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the votes cast.

Thus, the Ordinary Resolution as contained in Item No. 2, of the Notice dated 11<sup>th</sup> August, 2018 is passed with REQUISITE MAJORITY



**B K G & Associates**  
**Chartered Accountants**

1/12, Ramesh Bhavan, 89, Tamba Kanta, Mumbai-400 003 ; +919322236105

**Resolution No. 3: Ordinary Resolution**

*To appoint a Director in place of Mrs. Pratibha Goyal (DIN: 00399056), who retires by rotation, and being eligible, offers herself for re-appointment.*

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	5489351	14969	5504320	100
Dissent	0	0	0	0
Invalid/ Abstain	0	0	0	0
<b>Total</b>	<b>5489351</b>	<b>14969</b>	<b>5504320</b>	<b>100</b>

Accordingly, out of a total 5504320 valid votes cast via remote e-Voting and Poll, 5504320 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the votes cast.

Thus, the Ordinary Resolution as contained in Item No. 3, of the Notice dated 11<sup>th</sup> August, 2018 is passed with REQUISITE MAJORITY

**Resolution No. 4: Ordinary Resolution**

*Appointment of Mr. Kiran Vaidya as an Independent Director*

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6229351	14969	6244320	100
Dissent	0	0	0	0
Invalid/ Abstain	0	0	0	0
<b>Total</b>	<b>6229351</b>	<b>14969</b>	<b>6244320</b>	<b>100</b>

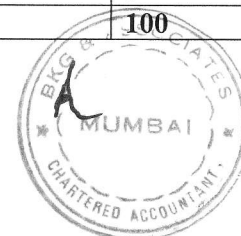
Accordingly, out of a total 6244320 valid votes cast via remote e-Voting and Poll, 6244320 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the votes cast.

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated 11<sup>th</sup> August, 2018 is passed with REQUISITE MAJORITY

**Resolution No. 5: Ordinary Resolution**

*Appointment of Mr. Sukdeo Agrawal as an Independent Director*

Particulars	Remote E- Voting	Poll	Total	% of total number of valid votes cast
Assent	6229351	14969	6244320	100
Dissent	0	0	0	0
Invalid/ Abstain	0	0	0	0
<b>Total</b>	<b>6229351</b>	<b>14969</b>	<b>6244320</b>	<b>100</b>



**B K G & Associates**  
**Chartered Accountants**

1/12, Ramesh Bhavan, 89, Tamba Kanta, Mumbai-400 003 ; +919322236105

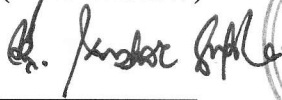
Accordingly, out of a total 6244320 valid votes cast via remote e-Voting and Poll, 6244320 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the votes cast.

Thus, the Ordinary Resolution as contained in Item No. 5, of the Notice dated 11<sup>th</sup> August, 2018 is passed with REQUISITE MAJORITY

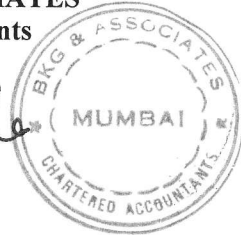
All other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you  
Yours Faithfully,

**For BKG & ASSOCIATES**  
**Chartered Accountants**  
**(FRN. 114852W)**



**Brij Kishor Gupta**  
**Partner**  
**M.No. 040889**



Place: Mumbai  
Date: 29<sup>th</sup> September, 2018