

Upsurge Investment & Finance Ltd.

01st October, 2016

To,
The Corporate Relationship Department
Bombay Stock Exchange
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Sub: Compliances under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Section 108 of the Companies Act, 2013 read with Rule made thereunder.

Dear Sir/Madam,

The 22nd Annual General Meeting of the Members of the Company was held on Friday, 30th September, 2016 at 10:00 A.M. at the Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, Opp. Infiniti Mall, New Link Road, Andheri (W), Mumbai-400 053.

In this regards, please find attached herewith:

1. Details of voting results as required under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as "**Annexure- I**".
2. Report of Scrutinizer dated 30th September, 2016 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 as "**Annexure- II**".

Kindly acknowledge the receipt of the same and take this on your record.

Thanking you,

Yours faithfully,
For Upsurge Investment & Finance Limited


Rupali Verma
Company Secretary & Compliance Officer



Encl: a/a

Details of Voting Results

| | |
|--|----------------------------------|
| Date of the AGM | 30 th September, 2016 |
| Total number of shareholders on record date | 2372 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 6 |
| Public: | 16 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | NIL |
| Public: | |

Agenda- wise disclosure

Resolution required: (ORDINARY RESOLUTION)

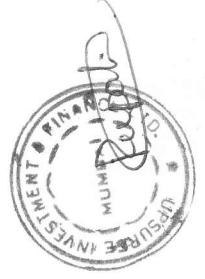
To receive, consider and adopt the audited financial statements of the company including the Audited Balance Sheet, Profit & Loss Account the Reports of the Board of Directors and Auditors.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Polled outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes in favour (4) | No. of Votes – against (5) | % of Votes in favour polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|----------------|--------------------|---------------------|---|----------------------------|----------------------------|---|--|
| Promoter and Promoter Group | E-Voting | 39,45,100 | 38,87,000 | 98.53 | 100 | 0 | 0.0026 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 38,87,000 | 98.53 | 100 | 0 | 0.0026 | 0 |
| Public- Institutions | E-Voting | 900 | 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 | 1,12,06,400 | 16,50,925 | 14.73 | 100 | 0 | 0.0061 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 16,50,925 | 14.73 | 100 | 0 | 0.0061 | 0 |
| Total | | 1,51,52,400 | 55,37,925 | 36.55 | 100 | 0 | 0.0018 | 0 |

The above Resolution was passed unanimously.

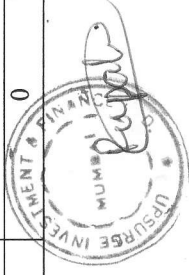


| Resolution required: (ORDINARY RESOLUTION) | | Re-appointment of Mrs. Pratibha Goyal (DIN: 00399056), as a director who retires by rotation. | | | | | | |
|---|----------------|---|-------------------------|---|----------------------------|----------------------------|--------------------------------------|--|
| 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 Polled outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes in favour (4) | No. of Votes – against (5) | % of favour polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 39,45,100 | 38,87,000 | 98.53 | 100 | 0 | 0.0026 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 38,87,000 | 98.53 | 100 | 0 | 0.0026 | 0 |
| Public- Institutions | E-Voting | 900 | 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 | 1,12,06,400 | 16,50,925 | 14.73 | 100 | 0 | 0.0061 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 16,50,925 | 14.73 | 100 | 0 | 0.0061 | 0 |
| Total | | 1,51,52,400 | 55,37,925 | 36.55 | 100 | 0 | 0.0018 | 0 |

The above Resolution was passed unanimously.

| Resolution required: (ORDINARY RESOLUTION) | | Ratification of appointment of Bansal Bansal & Co. Chartered Accountants, as Auditors and fix their remuneration. | | | | | | |
|---|----------------|---|-------------------------|---|----------------------------|----------------------------|--------------------------------------|--|
| 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 Polled outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes in favour (4) | No. of Votes – against (5) | % of favour polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 39,45,100 | 38,87,000 | 98.53 | 100 | 0 | 0.0026 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 38,87,000 | 98.53 | 100 | 0 | 0.0026 | 0 |
| Public- Institutions | E-Voting | 900 | 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 | 1,12,06,400 | 16,50,925 | 14.73 | 100 | 0 | 0.0061 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 16,50,925 | 14.73 | 100 | 0 | 0.0061 | 0 |
| Total | | 1,51,52,400 | 55,37,925 | 36.55 | 100 | 0 | 0.0018 | 0 |

The above Resolution was passed unanimously.





**B K G & Associates
Chartered Accountants**

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

Report of Scrutinizer(s)

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 (3) (xi) and 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
UPSURGE INVESTMENT AND FINANCE LIMITED
Office No. 303, Morya Landmark- I,
Behind Crystal Plaza,
Off New Link Road,
Andheri (W), Mumbai- 400053

Dear Sir,

Sub: Scrutinizer’s report on E- voting and poll

I, Brij Kishor Gupta, Partner of BKG & Associates, Chartered Accountant in whole- time practice, (M. No. 40889) have been appointed by the Board of Directors of Upsurge Investment & Finance Limited (the Company) as Scrutinizer(s) for the purpose of scrutinizing the e- voting and poll process and ascertaining the requisite majority on e- voting and poll carried out as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of Twenty Second Annual General Meeting of the Equity Shareholders of the Company, held on 30th September, 2016 at 10.00 am at Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, Opp. Infiniti Mall, New Link Road, Andheri (W), Mumbai- 400053

My report on remote e- voting of the votes cast “in favour” or “against” the resolution stated below, based on the reports generated from the e- voting system provided by Central Depository Services Limited (CDSL), and report on poll is based on poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorised/ proxies lodged with the Company.

Further to the above, I submit my report as under:

1. The e- voting remained open from September 27, 2016 (10.00 am) to September 29, 2016 (5.00 pm).
2. The members of the Company as on the “cut off” date i.e. September 23, 2016 were entitled to vote on the resolutions. (Resolution No. 1 to 3 as set in the notice of Twenty Second AGM of the Company)



Counter Sign



B K G & Associates
Chartered Accountants

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

3. The votes cast by e-voting were unblocked on the 30th September, 2016 after 12.00 pm and locked ballot boxes were subsequently opened and poll papers were diligently scrutinized in the presence of 2 witnesses, Mrs. Geeta Sangale and Mr. Vijay Apkar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. The total numbers of e-voting received were 20 for 55,37,925 votes.
5. The results of e- voting and poll are as under:

CONSOLIDATED RESULTS

RESOLUTION NO. 1: ORDINARY RESOLUTION

To receive, consider and adopt the audited financial statements of the company including the Audited Balance Sheet as at 31st March 2016, the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

| Particulars | Remote E-Voting | Poll | Total | % of total number of valid votes cast |
|------------------|-----------------|------|-----------|---------------------------------------|
| Assent | 55,37,925 | 0 | 55,37,925 | 100% |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid/ Abstain | 0 | 0 | 0 | 0 |
| Total | 55,37,925 | 0 | 55,37,925 | 100% |

Resolution passed with requisite majority

RESOLUTION NO. 2: ORDINARY RESOLUTION

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

| Particulars | Remote E-Voting | Poll | Total | % of total number of valid votes cast |
|------------------|-----------------|------|-----------|---------------------------------------|
| Assent | 55,37,925 | 0 | 55,37,925 | 100% |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid/ Abstain | 0 | 0 | 0 | 0 |
| Total | 55,37,925 | 0 | 55,37,925 | 100% |

Resolution passed with requisite majority



Couner Sign



B K G & Associates
Chartered Accountants

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

RESOLUTION NO. 3: ORDINARY RESOLUTION

Ratification of the appointment of Bansal Bansal & Co., Chartered Accountants, auditors of the Company and to fix their remuneration.

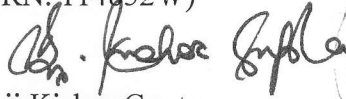
| Particulars | Remote E-Voting | Poll | Total | % of total number of valid votes cast |
|------------------|-----------------|------|-----------|---------------------------------------|
| Assent | 55,37,925 | 0 | 55,37,925 | 100% |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid/ Abstain | 0 | 0 | 0 | 0 |
| Total | 55,37,925 | 0 | 55,37,925 | 100% |

Resolution passed with requisite majority

5. 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





Counter Sign.

Place: Mumbai
Date: 30th September, 2016

Witness:


1. Mrs. Geeta Sangale


2. Mr. Vijay Apkar