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# Upsurge Investment & Finance Ltd.

Date: 30<sup>th</sup> September, 2023

To,  
**The Secretary**  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

**Security Code: 531390**

**Sub: Details of Voting Results through Remote E-voting and Electronic Means under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with Consolidated Scrutinizer's Report.**

Dear Sir/ Madam,

This is to inform you that 29<sup>th</sup> Annual General Meeting (For the Financial Year 2022-23) ("**AGM**") of the Company was held on Friday, 29<sup>th</sup> September 2023 at 1.00 P.M. (IST) and concluded at 1.20 P.M. (IST) through video conferencing (**VC**) /other audio-visual means. (**OAVM**) facility.

The Company had provided remote e-voting facility to the Members on resolutions proposed to be considered at the AGM from Tuesday, September 26, 2023 (9.00 A.M. IST) to Thursday, September 28, 2023 (5.00 P.M. IST) on the e-voting portal of Central Depository Services (India) Limited ("**CDSL**"). Further, those Members, who have not voted through Remote E-voting facility, were provided facility to e-vote during the AGM.

All items of business contained in the Notice of the 29<sup>th</sup> Annual General Meeting were approved by the Members with requisite majority. The details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, is enclosed herewith in the prescribed format as **Annexure – 1**.

We are also enclosing the Consolidated Report of the Scrutinizer on remote e-voting prior and e-voting at the AGM annexed here. The above are also being uploaded on the Company's website at [www.upsurgeinvestment.com](http://www.upsurgeinvestment.com).

This is for your information and records.

Thanking you  
Yours faithfully  
**FOR UPSURGE INVESTMENT & FINANCE LIMITED**

**Dayakrishna Goyal**  
**Managing Director**  
Encl: As above

**A. DETAILS OF THE PROCEEDINGS OF THE MEETING**

S. No.	Particulars	Details
1	Date of AGM	September 29 <sup>th</sup> 2023
2	Total No. of Shareholders as on Cut-off Date i.e. Monday, September 23, 2022 for voting purpose	4082
	No. of Shareholders present in the AGM either in person or through proxy	Not Applicable
	Total No. of shareholders attended the AGM through Video Conferencing and other Audio-Visual Means facility: (a). Promoter and Promoter Group(s) : (b). Public :	6 32

**B. RESULTS OF THE MEETING**

S. No.	Agenda	Type of Resolution ( <i>Ordinary /Special</i> )	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2023, including Balance Sheet as at 31 <sup>st</sup> March, 2023 and Statement of Profit & Loss and Cash Flow Statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority
2	To appoint a Director in place of Mr. Dayakrishna Goyal (DIN: 00398539), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority
3	To approve Borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013	Special Resolution	Remote e-voting and e-voting during the AGM	Passed with requisite majority

**C. RESULTSWISE DETAILS OF VOTING RESULTS: Details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations, as attached**

**DETAILS OF VOTING RESULTS**

<b>Company Name</b>	UPSURGE INVESTMENT AND FINANCE LIMITED
<b>Details of Remote E-voting</b>	<b>Date of the AGM:</b> Friday, September 29, 2023 <b>Voting Start Date:</b> Tuesday, September 26, 2023 (9.00 A.M IST) and <b>Voting End Date:</b> Thursday, September 28, 2023 (5.00P.M. IST)
<b>Total number of shareholders on record date</b>	4082
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	NIL
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	6 32

**Agenda- wise disclosure**

<b>Resolution No. 1 required: (ORDINARY)</b>			<b>To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, including Balance Sheet as at 31<sup>st</sup> March, 2023 and Statement of Profit &amp; Loss and Cash Flow Statements for the year ended on that date and the Reports of the Board of Directors and Auditors 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 – in favour (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>	E-Voting	82,43,146	82,43,146	100	82,43,146	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
<b>Public- Institutions</b>	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
<b>Public- Non Institutions</b>	E-Voting	69,09,254	25,12,230	36.36	25,11,728	502	100.00	0.000
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0

	applicable)							
<b>Total</b>		1,51,52,400	1,07,55,376	70.98	1,07,54,874	502	100.00	0.000

The above Resolution was passed with requisite majority.

<b>Resolution No. 2 required: (ORDINARY)</b>			<b>To appoint a Director in place of Mr. Dayakrishna Goyal (DIN: 00398539), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>YES</b>					
<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 – in favour (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>	82,43,146	82,43,146	100	82,43,146	0	100.00	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot(if applicable)</b>		0	0	0	0	0	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>Postal Ballot(if applicable)</b>		0	0	0	0	0	0
<b>Public- Non Institutions</b>	<b>E-Voting</b>	69,09,254	25,12,230	36.36	25,11,728	502	100.00	0.000
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot(if applicable)</b>		0	0	0	0	0	0
<b>Total</b>		1,51,52,400	1,07,55,376	70.98	1,07,54,874	502	100.00	0.000

The above Resolution was passed with requisite majority.

Resolution No. 3 required: (SPECIAL)			To approve Borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013					
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	82,43,146	82,43,146	100	82,43,146	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public-Institutions	E-Voting	NIL	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
Public- Non Institutions	E-Voting	69,09,254	25,12,230	36.36	25,11,728	502	100.00	0.000
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
<b>Total</b>		1,51,52,400	1,07,55,376	70.98	1,07,54,874	502	100.00	0.000

The above Resolution was passed with requisite majority

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

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

Date: September 30, 2023

**SCRUTINIZER'S REPORT**

To,  
Mr. Dayakrishna Goyal  
Chairman of 29<sup>th</sup> Annual General Meeting of Shareholders of  
**UPSURGE INVESTMENT AND FINANCE LIMITED**  
Office No. 303, Morya Landmark- I,  
Behind Crystal Plaza,  
Off New Link Road,  
Andheri (W), Mumbai- 400053

[CIN: L67120MH1994PLC079254]

Dear Sir,

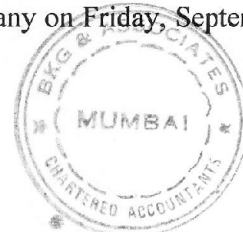
**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 29<sup>th</sup> Annual General Meeting of Upsurge Investment And Finance Limited, for the Financial Year 2022-23, held on Friday, September 29, 2023 at 1:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means.**

I Brij Kishor Gupta, Partner of BKG & Associates, Practicing Chartered Accountant (FRN: 114852W) had been appointed as Scrutinizer pursuant to Sections 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and e-voting process in respect of the below mentioned resolutions proposed at the 29<sup>th</sup> Annual General Meeting ("AGM") of Upsurge Investment And Finance Limited ("**The Company**"), held on Friday, September 29, 2023 at 1:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

The Management of the Company is responsible to ensure the compliances of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of the AGM. My responsibilities as scrutinizer is restricted to make a scrutinizer's report of the votes cast 'For' or 'Against' the Resolutions stated in the Notice.

**Report on scrutiny:**

1. The AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of AGM of the Company on Friday, September 29, 2023 at



A handwritten signature in black ink, appearing to be "Brij Kishor Gupta".

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

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

1.00 P.M. (IST) through VC / OAVM to transact the business, as set out in the AGM Notice, as stated above, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued by MCA and SEBI permitting the Companies to hold General Meetings without the physical presence of Members at a common venue. The dispatch of the Notice of AGM through e-mails was completed on Tuesday, September 5, 2023.

2. The Company had availed the remote e-voting and e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting/e-voting by the Shareholders of the Company.
3. The remote e-voting commenced from Tuesday, September 26, 2023 (9.00 A.M. IST) and ended on Thursday, September 28, 2023 (5.00 P.M. IST) and at the end of remote e-voting period, voting portal of service provider was blocked forthwith.
4. Members who had not casted their vote by remote e-voting were allowed to do e-voting at the AGM.
6. The Equity Shareholders holding shares as on Cut-off date i.e. Friday, September 22, 2023, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
7. After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
8. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
9. I now submit my consolidated Report as under on the result of the remote e-voting and e-voting in respect of the following resolutions.

S.No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, including Balance Sheet as at 31st March, 2023 and Statement of Profit & Loss and Cash Flow Statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2	Ordinary Resolution	To appoint a Director in place of Mr. Dayakrishna Goyal (DIN: 00398539), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.



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

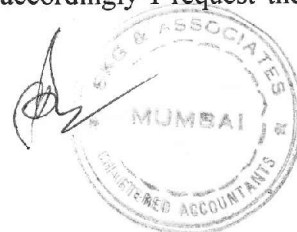
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3	Special Resolution	To approve Borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013;
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**Consolidated report on result of voting through remote e-voting prior and e-voting during the AGM is as under:**

Item No. (of AGM Notice)	Voting Type	Votes in favor of resolution		Votes against resolution		Invalid		Total No. of votes
		No.	%	No.	%	No.	%	
Item No. 1	Remote E-voting	1,07,21,367	100.00%	502	0.000%	Nil	-	1,07,21,869
	E-voting At AGM	33,507	100.00%	Nil	-	Nil	-	33,507
	<b>Total</b>	<b>1,07,54,874</b>	<b>100%</b>	<b>502</b>	<b>0.000%</b>	<b>NIL</b>	<b>-</b>	<b>1,07,55,376</b>
Item No. 2	Remote E-voting	1,07,21,367	100.00%	502	0.000%	Nil	-	1,07,21,869
	E-voting At AGM	33,507	100.00%	Nil	-	Nil	-	33,507
	<b>Total</b>	<b>1,07,54,874</b>	<b>100%</b>	<b>502</b>	<b>0.000%</b>	<b>NIL</b>	<b>-</b>	<b>1,07,55,376</b>
Item No. 3	Remote E-voting	1,07,21,367	100.00%	502	0.000%	Nil	-	1,07,21,869
	E-voting At AGM	33,507	100.00%	Nil	-	Nil	-	33,507
	<b>Total</b>	<b>1,07,54,874</b>	<b>100%</b>	<b>502</b>	<b>0.000%</b>	<b>NIL</b>	<b>-</b>	<b>1,07,55,376</b>

1. Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the AGM to announce the results of the meeting.





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

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

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2. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman.

Thanking You

Yours Sincerely,

**For BKG & ASSOCIATES**  
**Chartered Accountants**  
**(FRN, M14852W)**

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



Place: Mumbai

Date: 30<sup>th</sup> September, 2023