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# Upsurge Investment & Finance Ltd.

13<sup>th</sup> January, 2025

To,  
**BSE Ltd.,**  
**Listing Department,**  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code: 531390**

**Sub: Submission of Integrated Filing (Governance) Report for the quarter ended 31st December, 2024.**

**Ref. SEBI Circular dated December 31, 2024 and Regulation 10(IA) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to SEBI Circular dated December 31, 2024 and Regulation 10(IA) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached report on Integrated Filing (Governance) for quarter ended December 31, 2024.

Kindly acknowledge the receipt, and please take the same on record.

Thanking you.

Yours faithfully,

**For Upsurge Investment and Finance Ltd**

**Jitendra Kumar Gupta**  
**Company Secretary and Compliance Officer**

Encl.: as above

**A. Compliance Report on Corporate Governance to be submitted by a listed entity on quarterly basis**

1. **Name of the Listed Entity: Upsurge Investment and Finance Limited**

2. **Quarter Ending: December 31st, 2024**

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr / Ms)</b>	<b>Name of the Director</b>	<b>PAN\$ &amp;DIN</b>	<b>Category (Chairperson / Executive / Non - Executive / Independent / &amp; Nominee)</b>	<b>Initial Date of appointment</b>	<b>Date of Re-appointment</b>	<b>Date of cessation</b>	<b>Tenure *</b>	<b>Date of Birth</b>	<b>No of Directorship in listed entities including this listed entity (with reference to Regulation 17A)</b>	<b>No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) &amp; 17A(2)]</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	DAYAKRISHNA GOYAL	AAXXXXX6B00398539	Executive Director	01-04-1995	29-07-2022			04-05-1968	1	0	2	0
Mrs.	PRATIBHA DAYAKRISHNA GOYAL	AHXXXXX9L00399056	Non-Executive - Non Independent Director	08-08-2014				12-04-1975	1	0	0	1
Mr.	SATISH GUPTA	AAXXXXX0Q00227963	Non-Executive - Independent Director	27-08-2024			4	21-07-1973	1	1	1	1
Mr.	VIVEK JAIN	ACXXXXX0E00254694	Non-Executive - Independent Director	27-08-2024			4	25-07-1976	1	1	1	0
<b>Whether Regular Chairperson appointed: No</b>												
<b>Whether Chairperson is related to managing director or CEO: No</b>												
SPAN number of any director would not be displayed on the website of Stock Exchange												
&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.												

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non - Executive / Independent / Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	SATISH GUPTA	Non-Executive - Independent Director - Chairperson	01-10-2024	
		VIVEK JAIN	Non-Executive - Independent Director - Member	01-10-2024	
		DAYAKRISHNA GOYAL	Executive Director - Member	28-08-2001	
2. Nomination & Remuneration Committee	Yes	VIVEK JAIN	Non-Executive - Independent Director - Chairperson	01-10-2024	
		SATISH GUPTA	Non-Executive - Independent Director - Member	01-10-2024	
		PRATIBHA DAYAKRISHNA GOYAL	Non-Executive - Non Independent Director - Member	08-08-2014	
3. Risk Management Committee		NA			
4. Stakeholders Relationship Committee	Yes	PRATIBHA DAYAKRISHNA GOYAL	Non-Executive - Non Independent Director - Chairperson	08-08-2014	
		SATISH GUPTA	Non-Executive - Independent Director - Member	01-10-2024	
		DAYAKRISHNA GOYAL	Executive Director - Member	23-01-2019	
5. Corporate Social Responsibility Committee		DAYAKRISHNA GOYAL	Executive Director - Chairperson	23-05-2022	
		PRATIBHA DAYAKRISHNA GOYAL	Non-Executive - Non Independent Director - Member	23-05-2022	
		SATISH GUPTA	Non-Executive - Independent Director - Member	01-10-2024	
&- Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

III. Meetings of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met* (Yes / No)	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
01-10-2024	Yes	4	2	08-08-2024	21
14-10-2024	Yes	4	2	24-08-2024	12
11-11-2024	Yes	4	2	27-08-2024	27
25-11-2024	Yes	4	2	09-09-2024	13
*to be filled in only for the current quarter meetings					

IV. Meeting of Committees						
Name of the Committee	Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	01-10-2024	Yes	3	2	11-07-2024	27
	11-11-2024				08-08-2024	53
Stakeholders Relationship Committee	25-11-2024	Yes	3	1	08-07-2024	62
					09-09-2024	76
Nomination and remuneration committee	-	-	-	-	27-08-2024	-

Corporate Social Responsibility Committee	-	-	-	-	09-09-2024	-
<p><b>* to be filled in only for the current quarter meetings</b></p> <p><b>** This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional</b></p>						

**V. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 201. - Yes
  2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
    - a. Audit Committee - Yes
    - b. Nomination & remuneration committee - Yes
    - c. Stakeholders relationship committee - Yes
    - d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000) - NA
  3. 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
  4. 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
  5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
- Any comments/observations/advice of Board of Directors may be mentioned here: No comments

Name & Designation

**Jitendra Kumar Gupta**  
**Company Secretary & Compliance Officer**

Note: Information at Table I and II above need to be necessarily given in 1 st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the listed entity and instead a statement “same as previous quarter” may be given.

## B. INVESTOR GRIEVANCE REDRESSAL REPORT

<b>Investor Grievance Redressal Report</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

## C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

## D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
NIL					

## E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
NIL				