Upsurge

INVESTMENT & FINANCE

04th September, 2026

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

Scrip Code: 531390

Sub: Notice of 32nd Annual General Meeting of the Company for the financial year 2025-26

Dear Sir/Madam,

We wish to inform you that 32nd Annual General Meeting of the Company will be held on Wednesday, 30th September, 2026 at 12.00 pm through Video Conference ("VC")/ other Audio-Visual Means (OVAM), in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities & Exchange Board of India.

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015, the notice of the 32nd Annual General Meeting of the Company is enclosed herewith.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Upsurge Investment & Finance Limited

Savani Daya Dhavalbhai
Digitally signed by Savani Daya Dhavalbhai
Date: 2026.09.04 13:31:57 +05'30'

Daya Dhavalbhai Savani
Company Secretary & Compliance Officer

Encl.: as above

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SECTION ONE

Notice of the Annual General Meeting

Convening of the Thirty-Second Annual General Meeting, the business to be transacted, and the instructions for participation and voting.

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Notice

Notice of the Thirty-Second Annual General Meeting

NOTICE is hereby given that the Thirty-Second (32nd) Annual General Meeting ("32nd AGM") of the members of Upsurge Investment and Finance Ltd. will be held on Wednesday, 30th September 2026 at 12.00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("VC"/"OAVM") facility, to transact the following businesses:

ORDINARY BUSINESS

Item No. 1 — Adoption of Financial Statements

To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon.

Item No. 2 — Appointment of Mrs. Pratibha Goyal as a Director liable to retire by rotation

To appoint a director in place of Mrs. Pratibha Goyal (DIN: 00399056), who retires by rotation and, being eligible, seeks reappointment.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

> *"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Pratibha Goyal (DIN: 00399056), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."*

By Order of the Board

Daya D Savani
Company Secretary
ACS: 78345
Mumbai, dated 01st September, 2026

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and other relevant circulars including General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") has allowed companies to conduct the Annual General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") till further orders. In compliance with the aforesaid MCA Circulars, the 32nd Annual General Meeting of the Members of the Company ("32nd AGM" or "Meeting") will be held through VC/OAVM, without the physical presence of the Members at a common venue. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

2. A Member entitled to physically attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and a proxy need not be a Member of the Company. Since this 32nd AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with, in line with the MCA Circulars and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). As this 32nd AGM would be conducted through VC/OAVM, the requirement to provide the facility for appointment of proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice of the 32nd AGM.
3. Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the 32nd AGM through VC/OAVM on their behalf and to vote through remote e-Voting pursuant to Section 113 of the Companies Act, 2013 ("the Act"). The said Resolution/Authorization shall be sent by registered email address to the Scrutinizer at bkg_satyam@yahoo.com and helpdesk.evoting@cdslindia.com.
4. Since there is no Special Business, no Explanatory Statement under Section 102 is required.
5. The brief details of the Directors who are proposed to be appointed/re-appointed as per the Notice of this 32nd AGM are annexed hereto as per the requirements of Regulation 36(3) of the Listing Regulations, as amended, and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
6. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2026, to Wednesday, September 30, 2026 (both days inclusive) for the 32nd AGM of the Company.
7. The facility of joining the 32nd AGM through VC/OAVM will be open 30 minutes before and will remain open for 15 minutes after the scheduled start time of the 32nd AGM.
8. In terms of Sections 101 and 136 of the Act and the relevant Rules made thereunder, read with the MCA Circulars, the requirement of sending physical copies of the Notice and Financial Statements to the Members of the Company has been relaxed. Accordingly, the Notice of the 32nd AGM along with the Annual Report for F.Y. 2025-26 has been sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. A Member who wishes to obtain a hard copy of the Annual Report can send a request for the same to email ID info@upsurgeinvestment.com, mentioning Folio No./DP ID and Client ID.
9. Members may note that the Notice and Annual Report for F.Y. 2025-26 will also be available on the Company's website https://upsurgeinvestment.com/, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL at www.evotingindia.com.
10. Further, those Members who have not updated their email addresses in the Demat account/Folio may get their email address and mobile number registered with their DPs/the Company's Registrar and Share Transfer Agent, Adroit Corporate Services Pvt. Ltd. ("RTA"), latest by Wednesday, September 23, 2026, for receiving the Notice of the 32nd AGM and Annual Report along with the Login ID and Password, by sending an email to the RTA at info@adroitcorporate.com.
11. Members attending the 32nd AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Wednesday, September 23, 2026, being the Cut-off Date. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
13. Non-Individual Members who acquire shares of the Company and become Members after dispatch of the Notice of the 32nd AGM but hold shares as on the Cut-off Date for remote e-Voting, i.e. Wednesday, September 23, 2026, may obtain the Login ID and Password by sending a request to helpdesk.evoting@cdslindia.com or info@adroitcorporate.com.
14. Individual Members who acquire shares of the Company and become Members after dispatch of the Notice of the 32nd AGM but hold shares as on the Cut-off Date for remote e-Voting, i.e. Wednesday, September 23, 2026, holding shares in NSDL/CDSL, should login through the websites of NSDL/CDSL and can cast their votes during the remote e-Voting period.
15. Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the 32nd AGM, and Members participating at the 32nd AGM who have not already cast their vote by remote e-Voting will be eligible to exercise their right to vote during such proceedings of the 32nd AGM. Members who have cast their vote by remote e-Voting prior to the 32nd AGM will also be eligible to participate at the 32nd AGM but shall not be entitled to cast their vote again on such resolutions for which they have already cast their vote through remote e-Voting.
16. For details on the login method for e-Voting, please refer to the instructions below under the head "Voting through electronic means".
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 32nd AGM.
18. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of the AGM, i.e. 30th September 2026. Members seeking to inspect such documents can send an email to info@upsurgeinvestment.com.
19. The Board of Directors has appointed Mr. B.K. Gupta, Partner (C.P. No. 40889) of M/s BKG & Associates, as the Scrutinizer, to scrutinize the remote e-Voting and e-Voting process at the 32nd AGM in a fair and transparent manner, and he has consented to act as Scrutinizer.
20. The Securities and Exchange Board of India ("SEBI") vide its Circulars dated May 17, 2023, November 17, 2023, May 7, 2024, June 10, 2024, and Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 ("SEBI Circulars") has mandated Members holding securities in physical form to furnish PAN and KYC details (i.e., postal address with PIN code, mobile number, email address, choice of nomination, bank account details and specimen signature) to avail any service request. Pursuant to the aforesaid SEBI Circulars, the Company sent individual communications to all the Members holding shares of the Company in physical form. Physical Members who have not updated their KYC and choice of nomination details may please submit Form ISR-1, Form ISR-2 and Form No. SH-13/Form ISR-3. The link for downloading the forms is available on the Company's website at

www.upsurgeinvestment.com/investors/investor-information. SEBI has mandated listed companies to issue securities in demat form only while processing investor service requests, and any payments including dividend in respect of shares held in physical form shall only be made electronically upon registering the required KYC details, with effect from April 1, 2024.

21. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get the inherent benefits of dematerialization, and also considering that physical transfer of equity shares/issuance of equity shares in physical form has been disallowed by SEBI. In this regard, the Members/legal heirs of deceased Members are also requested to open a demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the RTA of the Company.
22. To support the 'Green Initiative', Members who have not yet registered their email address are requested to register their email address with their DPs in case the shares are held by them in electronic form, and with the RTA in case the shares are held by them in physical form, for receiving all communication including Annual Reports, Notices, Financial Results etc. from the Company electronically.
23. In accordance with the provisions of the Income Tax Act, 2025 read with amendments thereof, dividend declared or distributed or paid by a company on equity shares shall be taxable in the hands of the Members, and the Company shall be required to deduct tax at source ('TDS') at prescribed rates from dividend paid to Members at the time of distribution or payment of dividend. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company/RTA in accordance with the applicable provisions of the Income Tax Act, 2025.
24. Members are requested to note that in case their PAN is not registered or not linked with Aadhaar, tax shall be deducted at source at 20%. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nomination details, power of attorney, and bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc., to their DP in case their shares are held in demat form, and to the RTA in case the shares are held in physical form.
25. Nomination Facility: As per the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form No. SH-13 with the RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs.
26. Non-Resident Members: Non-Resident Members are requested to immediately notify the following to the Company in respect of shares held in physical form, and to their DPs in respect of shares held in dematerialized form:
    - Indian address for sending all communications, if not provided so far;
    - Change in their residential status on return to India for permanent settlement;
    - Particulars of the bank account maintained with a bank in India, if not furnished earlier; and
    - RBI permission number with date, to facilitate prompt credit of dividend in their bank accounts.

27. Members are requested to note that dividends, if not encashed for a period of 7 (seven) years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The shares in respect of which dividend remains unclaimed for a period of 7 (seven) consecutive years or more are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company within the stipulated timeline. Members whose unclaimed dividends/shares have been transferred to the IEPF Authority may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.mca.gov.in.
28. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
29. SEBI had opened a Special Window for re-lodgment of transfer requests for physical shares from July 7, 2025, till January 6, 2026, vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, encouraging investors to re-lodge transfer deeds which were lodged prior to the deadline of April 1, 2019, and rejected/returned due to deficiency in the documents/process or otherwise. Further, SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has re-opened the Special Window for transfer and dematerialization of physical securities for a period of 1 (one) year, from February 5, 2026, to February 4, 2027.

TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

Transfer of unclaimed dividend to IEPF: Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, dividends which remain unclaimed for a period of 7 (seven) years will be transferred by the Company to the IEPF established by the Central Government as and when they fall due. Members who have not encashed their dividend warrants/payment instrument(s) so far are requested to make their claim to the Company's Registered Office or to Adroit Corporate Services Pvt. Ltd., 17-20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol, Andheri (East), Mumbai 400 059, Tel: +91 22 4227 0400, before transfer to IEPF on the following respective dates:

Year ending on March 31	Dividend to be transferred to IEPF on
2022	February 09, 2029
2023	August 27, 2029
2024	September 02, 2030
2025	September 01, 2031
2026	August 31, 2032

Transfer of Equity Shares to IEPF: As per Government of India Gazette Notification No. REGD. NO. D.L.-33004/99 dated February 28, 2017, issued by the Ministry of Corporate Affairs, and pursuant to the provisions of the IEPF Rules, all shares in respect of which dividend remains unclaimed for 7 (seven) consecutive years or more will be transferred to the IEPF Authority. Accordingly, during the Financial Year 2025-26, the Company transferred 1,69,889 equity shares of face value of Rs. 10/- each in respect of which the following dividend was not claimed for 7 (seven) consecutive years or more, as mentioned below:

Financial Year	Type of Dividend	No. of Shares Transferred to IEPF Authority	Filing Date of Form No. IEPF-4
2017-18	Final Dividend	1,69,889	February 21, 2026

VOTING THROUGH ELECTRONIC MEANS

30. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Secretarial Standard on General Meetings ('SS-2'), and Regulation 44 of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, in relation to the e-Voting facility, the Members are provided the facility to cast their vote electronically, through the remote e-Voting services and the e-Voting facility at the 32nd AGM provided by CDSL, the e-Voting agency, for voting on all the resolutions set out in this Notice.

31. The remote e-Voting period commences on Friday, September 25, 2026 (9.00 a.m. IST) and ends on Tuesday, September 29, 2026 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form as on Wednesday, September 23, 2026, i.e. the Cut-off Date, may cast their vote electronically. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. The e-Voting module shall be disabled by CDSL for voting thereafter. Those Members who are present in the 32nd AGM through the VC/OAVM facility, have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the 32nd AGM.

THE INSTRUCTIONS OF MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual Members holding shares in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on the e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access the e-Voting facility.

Pursuant to the aforesaid SEBI Circular, the login method for e-Voting and joining virtual meetings for Individual Members holding securities in demat mode with CDSL/NSDL is given below:

Individual Members holding securities in demat mode with CDSL Depository

- Users who have opted for the CDSL Easi/Easiest facility can login through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. Users are requested to visit the CDSL website www.cdslindia.com and click on the login icon and the New System Myeasi tab.

- After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress, as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting. Additionally, links are also provided to access the system of all e-Voting Service Providers, i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, the option to register is available on the CDSL website www.cdslindia.com: click on login and the New System Myeasi tab and then click on the registration option.
- Alternatively, the user can directly access the e-Voting page by providing their Demat Account Number and PAN from the e-Voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile number and email as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress, and will also be able to directly access the system of all e-Voting Service Providers.

Individual Members holding securities in demat mode with NSDL Depository

- If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' section. A new screen will open; you will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.
- If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" portal, or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.
- Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of the e-Voting system is launched, click on the "Login" icon which is available under the 'Shareholder/Member' section. A new screen will open; you will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.
- For OTP-based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, verification code and generate an OTP. Enter the OTP received on the registered email ID/mobile number and click on

login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.

Individual Members (holding securities in demat mode) login through their Depository Participants (DP)

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve their User ID/Password are advised to use the Forgot User ID and Forgot Password options available on the abovementioned websites.

Helpdesk for Individual Members holding securities in demat mode, for any technical issues related to login through Depositories i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll-free no. 1800 21 09911.
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 022-4886 7000 and 022-2499 7000.

Step 2: Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode

Login method for e-Voting and joining virtual meetings for physical Members and Members other than individuals holding in demat form:

- The Members should log on to the e-Voting website www.evotingindia.com.
- Click on the “Shareholders” module.
- Now enter your User ID:
  For CDSL: 16-digit beneficiary ID;
  For NSDL: 8-character DP ID followed by 8-digit Client ID;
  Members holding shares in physical form should enter the Folio Number registered with the Company.
- Next, enter the Image Verification as displayed and click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- If you are a first-time user, follow the steps given below:

	For physical Members and Members other than individuals holding shares in demat form
PAN	Enter your 10-digit alphanumeric PAN issued by the Income Tax Department (applicable for both demat Members as well as physical Members). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA, or contact the Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member ID/Folio Number in the Dividend Bank Details field.

- After entering these details appropriately, click on the "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the company selection screen. However, Members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that the company opts for e-Voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- Click on the EVSN for Upsurge Investment & Finance Limited to vote.
- On the voting page, you will see the "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else, to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on the "Click here to print" option on the voting page.
- If a demat account holder has forgotten the login password, enter the User ID and the image verification code, click on Forgot Password, and enter the details as prompted by the system.
- There is also an optional provision to upload a BR/POA, if any, which will be made available to the Scrutinizer for verification.

Additional facility for Non-Individual Members and Custodians (for remote e-Voting only)

- Non-Individual Members (i.e. other than individuals, HUFs, NRIs etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
- The list of accounts linked in the login will be mapped automatically and can be de-linked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, be uploaded in PDF format in the system, for the Scrutinizer to verify the same.
- Alternatively, Non-Individual Members are mandatorily required to send the relevant Board Resolution/Authority Letter etc., together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the RTA at info@adroitcorporate.com and to the Company at info@upsurgeinvestment.com, if they have voted from the individual tab and not uploaded the same in the CDSL e-Voting system, for the Scrutinizer to verify the same.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE MEETING

- The procedure for attending the Meeting and e-Voting on the day of the AGM is the same as the instructions mentioned above for e-Voting.
- The link for VC/OAVM to attend the Meeting will be available where the EVSN of the Company will be displayed, after successful login as per the instructions mentioned above for e-Voting.
- Members who have voted through remote e-Voting will be eligible to attend the Meeting; however, they will not be eligible to vote at the AGM.
- Members are encouraged to join the Meeting through laptops/iPads for a better experience.
- Members will be required to allow camera access and use internet with a good speed to avoid any disturbance during the Meeting.
- Please note that participants connecting from mobile devices or tablets, or through laptops connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any such glitches.
- Only those Members who are present in the AGM through the VC/OAVM facility, have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the AGM.
- If any votes are cast by Members through the e-Voting available during the AGM and the same Members have not participated in the Meeting through the VC/OAVM facility, then the votes cast by such Members shall be considered invalid, as the facility of e-Voting during the Meeting is available only to the Members attending the Meeting.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- For physical Members: please provide the necessary details like Folio No., name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar card) by email to info@adroitcorporate.com.

- For demat Members: please update your email ID and mobile number with your respective Depository Participant (DP).
- For individual demat Members: please update your email ID and mobile number with your respective Depository Participant (DP), which is mandatory while e-Voting and joining virtual meetings through the Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact toll-free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400 013, or by email to helpdesk.evoting@cdslindia.com, or call toll-free no. 1800 21 09911.

INSTRUCTIONS FOR ATTENDING/JOINING THE 32ND AGM THROUGH VC/OAVM

- Members will be provided with a facility to attend the 32nd AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under Shareholders/Members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in the Shareholders/Members login, where the EVSN of the Company will be displayed.
- Members can join the 32nd AGM through the VC/OAVM mode 30 minutes before the scheduled start time of the commencement of the Meeting, and the facility will remain open for 15 minutes after such scheduled start time, by following the procedure mentioned in the Notice.
- Members who do not have the User ID and Password for e-Voting, or have forgotten the User ID and Password, may retrieve the same by following the remote e-Voting instructions mentioned above.
- Members are encouraged to join the Meeting through laptops/iPads with the latest version of Google Chrome for a better experience.
- Members will be required to allow camera access, if any, and use internet with a good speed to avoid any disturbance during the Meeting.
- Please note that Members/participants connecting from mobile devices or tablets, or through laptops connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any such glitches.
- **Questions prior to the 32nd AGM:** Members are requested to send their questions in advance, from Thursday, September 24, 2026 to Monday, September 28, 2026, mentioning their name, demat account number/folio number, email ID and mobile number, at info@upsurgeinvestment.com. Such questions by the Members shall be taken up during the Meeting and replied to by the Company suitably. Please note that only questions of Members holding shares as on the Cut-off Date will be considered. Members intending to speak at the 32nd AGM would require a microphone and speakers/headphones.
- **Speaker registration during the 32nd AGM:** Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance, between Thursday, September 24, 2026 and Monday, September 28, 2026, mentioning their name, demat account number/folio number, email ID and mobile number, at

info@upsurgeinvestment.com. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the 32nd AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 32nd AGM.

Scrutinizer's Report and declaration of results

- The Scrutinizer shall, immediately after the conclusion of voting at the 32nd AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-Voting, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, within 2 (two) working days of the conclusion of the 32nd AGM, to the Managing Director, Mr. Dayakrishna Goyal, or any other person authorised by the Managing Director, who shall countersign the same and declare the result of the voting forthwith.
- The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.upsurgeinvestment.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of results, and communicated to BSE Limited. The resolutions shall be deemed to be passed at the 32nd AGM of the Company.

By Order of the Board of Directors
for Upsurge Investment & Finance Ltd

Daya D Savani
Company Secretary
ACS: 78345
Mumbai, dated 01st September, 2026

DISCLOSURE PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Mrs. Pratibha Goyal
DIN	00399056
Age	50
Date of first appointment in the current designation	30/09/2014
Qualification	B.Com
Brief resume	She has worked for social causes and has been helping the needy for years. She is associated with many social groups.
Nature of expertise in specific functional areas	She is a social worker and has extended her hand towards the betterment of society at large.
Directorships held in other companies	Unlisted companies: Yash Securities Private Limited; Upsurge Shares & Securities Private Limited; Gagan Deep Multitrade Private Limited. Limited Liability Partnerships: GMT Advisors LLP; Innosurge Wealth Managers LLP; PD Associates LLP.
Membership/Chairmanship of Committees of such companies	Member of the CSR Committee and Nomination and Remuneration Committee, and Chairman of the Stakeholders Relationship Committee.
List of companies in which the Director resigned in the past three years	Nil
Inter-se relationship between Directors	Mrs. Goyal is the wife of Mr. Dayakrishna Goyal, who is the Managing Director of the Company.
No. of Meetings of the Board attended	8 of 8 in F.Y. 2025-26
Details of remuneration last drawn	NIL
Number of shares held in the Company	32,86,330
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

Upsurge Investment & Finance Ltd
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Andheri (W), Mumbai 400 053
Tel: 022-67425441/42
info@upsurgeinvestment.com · upsurgeinvestment.com

By Order of the Board of Directors
for Upsurge Investment & Finance Ltd

Daya D Savani
Company Secretary
ACS: 78345
Mumbai, dated 01st September, 2026