

## NOTICE OF 01<sup>st</sup> EXTRA-ORDINARY GENERAL MEETING (2026-2027)

NOTICE is hereby given that the 01<sup>st</sup> Extra-Ordinary General Meeting of the members of USHA FINANCIAL SERVICES LIMITED for the financial year 2026-27 will be held on **Friday, the 15<sup>th</sup> Day of May, 2026 at 04:00 P.M** at the registered office of the Company situated at **Plot No. 73, First Floor, Patparganj Industrial Area, Delhi-110092 through Video Conferencing (VC) / Other Audio-Visual Means ("OAVM")** to transact the following special businesses:

### SPECIAL BUSINESS

#### ITEM NO. 1: TO APPROVE THE APPOINTMENT OF MR. NITESH KUMAR JHA (DIN: 09753494) AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and Approve the Appointment of the Independent Director of the Company and to fix the remuneration, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Regulation 16 and 25 read with other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Nitesh Kumar Jha (DIN: 09753494), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company by way of a Circular Resolution dated February 26, 2026, and who held office up to the date of this General Meeting pursuant to Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (Two) consecutive years with effect from February 26, 2026 till February 25, 2028.”

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

#### ITEM NO. 2: TO APPROVE THE INCREASE IN BORROWING LIMIT U/S 180 (1)(C).

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:

**"RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of

Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and any rules made under the Act (which term shall include any committee constituted by the Board or other any person authorized by the Board to exercise the powers conferred on the Board by this resolution), (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the Board of Directors of the Company be and is hereby authorized in term of Section 180 (1)(c) and other provisions, if any, of the Act, to borrow from time to time all such sums of money as they may deem necessary for the purpose of business of the Company notwithstanding that moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans (including working capital facilities) obtained from the Company's banker in the ordinary course of business) (hereinafter referred to as the "Borrowings") shall exceed the aggregate of the paid-up capital of the Company, free reserves and securities premium, that is to say reserves not set apart for any specific purpose provided that the total amount of the borrowings by the Board of Directors, shall not at any time exceed Rs. 1000 Crore (Rupees One Thousand Crore only).

**RESOLVED FURTHER THAT** the board be and is hereby authorized/ empowered to borrow monies within the above-mentioned limit as approved by the members pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 and when required by the company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to negotiate with the lending entities/ persons and to finalise and execute the documents and deeds as may be applicable for borrowing loan and other financial facilities on such term and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may be arise in this regard as the Board may in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.."

**ITEM NO. 3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH UNINAV DEVELOPERS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board') which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Uninav Developers Private Limited, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s)/ agreement(s)/ arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) /agreement(s) /arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this

connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

**ITEM NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR INFRA TECH PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’) which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Nupur Infratech Private Limited, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) /agreement(s) /arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

**ITEM NO. 5: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR**

## **RECYCLERS LIMITED FOR THE FINANCIAL YEAR 2026-27:**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’) which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Nupur Recyclers Limited, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

## **ITEM NO. 6: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR EXTRUSION PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’) which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Nupur Extrusion Private Limited, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s)

/agreement(s) /arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

**ITEM NO. 7: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR HOSPITALITY PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’) which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Nupur Hospitality Private Limited, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) /agreement(s) /arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute

such documents, writings etc. as may be necessary to give effect to this resolution.”

**ITEM NO. 8: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH TYCOD AUTOTECH PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’) which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Tycod Autotech Private Limited, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) /agreement(s) /arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

**ITEM NO. 9: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH BUDGET HOTELS INDIA PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’) which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken

together or series of transactions or otherwise) with Budget Hotels India Private Limited, a related party of the Company, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s) / transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for the financial year 2026-27, in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity during such financial year.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

**//CERTIFIED TRUE COPY//  
FOR USHA FINANCIAL SERVICES LIMITED**

**SD/-  
KRITIKA  
COMPANY SECRETARY & COMPLIANCE OFFICER  
M.NO.: A65161**

**Date: 20.04.2026  
Place: New Delhi**



## NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with clarification/guidance on the applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the registered office of the company i.e., Plot No. 73, First Floor, Patparganj Industrial Area, Delhi-110092 shall be deemed venue of this EGM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.ushafinancial.com](http://www.ushafinancial.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER :-**

The remote e-voting period begins on 12<sup>th</sup> May, 2026 at 09:00 A.M. and ends on 14<sup>th</sup> May, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08<sup>th</sup> May, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 08<sup>th</sup> May, 2026.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen</li> </ol>

	<p>will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi/easiest username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVSN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVSN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVSN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVSN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csmohitsinghal@gmail.com](mailto:csmohitsinghal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csmohitsinghal@gmail.com](mailto:csmohitsinghal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@ushafinancial.com](mailto:compliance@ushafinancial.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@ushafinancial.com](mailto:compliance@ushafinancial.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVSN of Company will be displayed. Please note that the 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 in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@ushafinancial.com](mailto:compliance@ushafinancial.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [compliance@ushafinancial.com](mailto:compliance@ushafinancial.com) between 12<sup>th</sup> May, 2026 (9.00 a.m. IST) and 14<sup>th</sup> May, 2026 (5.00 p.m. IST). Only those shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



# USHA FINANCIAL SERVICES LIMITED

CIN: L74899DL1995PLC068604

Registered Office: Plot No. 73, First Floor, Patparganj Industrial Area, Delhi- 110092

Email: Usha.nbfc@gmail.com, Website: www.ushafinancial.com

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**//CERTIFIED TRUE COPY//  
FOR USHA FINANCIAL SERVICES LIMITED**

**SD/-  
KRITIKA  
COMPANY SECRETARY & COMPLIANCE OFFICER  
M.NO.: A65161**

**Date: 20.04.2026  
Place: New Delhi**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (“SS-2”) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“SECRETARIAL STANDARDS”).**

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**ITEM NO. 1:**

**TO APPROVE THE APPOINTMENT OF MR. NITESH KUMAR JHA (DIN: 09753494) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

Mr. Nitesh Kumar Jha (DIN: 09753494), was appointed as an Additional Director (Non-Executive & Independent) on the board of the Company by the directors with effect from February 26, 2026 based on the recommendation of the Nomination & Remuneration Committee vide Circular Resolution passed on February 26, 2026.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Nitesh Kumar Jha shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularised as an Independent Director for a term of two consecutive years.

A brief profile of Mr. Nitesh Kumar Jha, including nature of his expertise, is provided as **Annexure I** of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for the regularisation of Mr. Nitesh Kumar Jha (DIN: 09753494) from Additional Director (Non-Executive & Independent) to Independent Director of the Company for a term of two consecutive years with effect from February 26, 2026.

The Company has also received a declaration from Mr. Nitesh Kumar declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and he has given his consent to act as a Director of the Company.

None of the other Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Nitesh Kumar Jha, are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

**ITEM NO. 2:**

**TO APPROVE THE INCREASE IN BORROWING LIMIT U/S 180 (1)(C)**

The Members of the Company had earlier, by way of a Special Resolution passed in the Extra Ordinary General Meeting on 20<sup>th</sup> October, 2022, authorized the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 to borrow monies up to an aggregate limit of RS. 5,00,00,00,000 (Rupees Five Hundred Crores Only).

In view of the Company’s proposed expansion plans, increased capital expenditure, and growing business requirements, it is considered necessary to enhance the borrowing limits of the Company.

Accordingly, the Board of Directors, at its meeting held on April 20, 2026, approved a proposal to increase the overall borrowing limit from RS. 5,00,00,00,000 (Rupees Five Hundred Crores Only) to Rs. 10,00,00,00,000/- (One

Thousand Crore Only), subject to the approval of the members.

The enhanced borrowing limit will provide the Company with greater financial flexibility to meet its present and future funding requirements for business operations, expansion, and other corporate purposes. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the consent of the members by way of a Special Resolution is required to authorize the Board to borrow monies in excess of the aggregate of the paid-up share capital, free reserves, and securities premium of the Company.

Accordingly, the resolution as set out in Item No. 2 of the Notice is placed before the members for their approval.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval of the Members.

### **ITEM NO. 3:**

#### **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH UNINAV DEVELOPERS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 20, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 3 as Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated January 30, 2026 is provided herein below:

S.No.	Particulars
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1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans); Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms : Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>UNINAV DEVELOPERS PRIVATE LIMITED,</b> A company having common promoter with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 24 months
4.	Value of the proposed transaction(s)	Upto Rs. 20 Crores
5.	The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(s)	28.17%
6.	<p>If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, e nature of indebtedness; e cost of funds; and e tenure;</p> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>i. Not applicable in case of NBFCs</p> <p>ii. Not applicable in case of NBFCs</p> <p>iii. Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.</p> <p>iv. For the business operations</p>

7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended shall be raised in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as no valuation report has been obtained
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable as no valuation report has been obtained
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
11.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Directions of RBI, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

#### **ITEM NO. 4:**

#### **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR INFRATECH PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 20, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the

Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 4 as Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated January 30, 2026 is provided herein below:

S.No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans) Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms : Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>NUPUR INFRATECH PRIVATE LIMITED</b> A company having common promoter with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 24 months
4.	Value of the proposed transaction(s)	Upto Rs. 15 crores
5.	The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(s)	21.13%
6.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> <li>i. details of the source of funds in connection with the proposed transaction;</li> <li>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, e nature of indebtedness; e cost of funds; and e tenure;</li> <li>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</li> </ul>	<ul style="list-style-type: none"> <li>i. Not applicable in case of NBFCs</li> <li>ii. Not applicable in case of NBFCs</li> <li>iii. Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/ quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other</li> </ul>

	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	terms: As agreed upon by the Board or the committee thereof. iv. For the business operations
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended shall be raised in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as no valuation report has been obtained
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable as no valuation report has been obtained
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
11.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Directions of RBI, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

## **ITEM NO. 5:**

*We Support Your Goals*

### **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR RECYCLERS LIMITED FOR THE FINANCIAL YEAR 2026-27:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the

ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 20, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 5 as Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated January 30, 2026 is provided herein below:

S.No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans) Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms : Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>NUPUR RECYCLERS LIMITED</b> A company having common promoter with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 24 months
4.	Value of the proposed transaction(s)	Upto Rs. 25 Crores
5.	The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(s)	35.21%
6.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> <li>i. details of the source of funds in connection with the proposed transaction;</li> <li>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, e nature of indebtedness; e cost of funds; and e tenure;</li> <li>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or</li> </ul>	<ul style="list-style-type: none"> <li>i. Not applicable in case of NBFCs;</li> <li>ii. Not applicable in case of NBFCs;</li> <li>iii. Tenure: Upto 24 months; Security: Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/</li> </ul>

	unsecured; if secured, the nature of security; and  iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.  iv. For the business operations
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended through inter-corporate loan are in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as no valuation report has been obtained
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable as no valuation report has been obtained
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
11.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Directions of RBI, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

## **ITEM NO. 6:**

### **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR EXTRUSION PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms

and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 20, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 5 as Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated January 30, 2026 is provided herein below:

S.No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans) Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms : Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>NUPUR EXTRUSION PRIVATE LIMITED</b> A company having common promoter with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 24 months
4.	Value of the proposed transaction(s)	Upto Rs. 10 Crores
5.	The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(s)	14.08%
6.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> <li>i. details of the source of funds in connection with the proposed transaction;</li> <li>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, e nature of indebtedness; e</li> </ul>	<ul style="list-style-type: none"> <li>i. Not applicable in case of NBFCs;</li> <li>ii. Not applicable in case of NBFCs;</li> </ul>

	<p>cost of funds; and e tenure;</p> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>iii. Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.</p> <p>iv. For the business operations</p>
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended through inter- corporate loan are in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as no valuation report has been obtained
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable as no valuation report has been obtained
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
11.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Directions of RBI, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

## ITEM NO. 7:

### **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR HOSPITALITY PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether

directly and/or through its subsidiary(ies), exceed(s) ₹ 1000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 20, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 5 as Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated January 30, 2026 is provided herein below:

S.No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans) Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms : Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>NUPUR HOSPITALITY PRIVATE LIMITED</b> A company having common promoter with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 24 months
4.	Value of the proposed transaction(s)	Upto Rs. 45 Crores
5.	The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(s)	63.38%
6.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. details of the source of funds in connection with the proposed transaction; ii. where any financial indebtedness is	i. Not applicable in case of NBFCs ii. Not applicable in case of NBFCs

	<p>incurred to make or give loans, interoperate deposits, advances or investments, e nature of indebtedness; e cost of funds; and e tenure;</p> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>iii. Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.</p> <p>iv. For the business operations</p>
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended through inter- corporate loan are in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as no valuation report has been obtained
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable as no valuation report has been obtained
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
11.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Directions of RBI, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

## **ITEM NO. 8:**

### **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH TYCOD AUTOTECH PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 20, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 5 as Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated January 30, 2026 is provided herein below:

S.No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans) Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms : Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>TYCOD AUTOTECH PRIVATE LIMITED</b> A company having common promoter with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 24 months
4.	Value of the proposed transaction(s)	Upto Rs. 25 Crores
5.	The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(s)	35.21%
6.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	

	<p>i. details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, e nature of indebtedness; e cost of funds; and e tenure;</p> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>i. Not applicable in case of NBFCs;</p> <p>ii. Not applicable in case of NBFCs;</p> <p>iii. Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.</p> <p>iv. For the business operations</p>
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended through inter- corporate loan are in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as no valuation report has been obtained
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable as no valuation report has been obtained
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
11.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Directions of RBI, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

## **ITEM NO. 9:**

### **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH BUDGET HOTELS INDIA PRIVATE LIMITED FOR FINANCIAL YEAR 2026-27:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior

approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on April 20, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 5 as Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated January 30, 2026 is provided herein below:

S.No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans) Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms : Repayable on demand or monthly/quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>BUDGET HOTELS INDIA PRIVATE LIMITED</b> A company having common promoter with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 24 months
4.	Value of the proposed transaction(s)	Upto Rs. 10 Crores
5.	The percentage of the listed entity's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction(s)	14.08%

6.	<p>If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <ol style="list-style-type: none"> <li>details of the source of funds in connection with the proposed transaction;</li> <li>where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, e nature of indebtedness; e cost of funds; and e tenure;</li> <li>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</li> <li>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</li> </ol>	<ol style="list-style-type: none"> <li>Not applicable in case of NBFCs;</li> <li>Not applicable in case of NBFCs;</li> <li>Tenure : Upto 24 months; Security : Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/ quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.</li> <li>For the business operations</li> </ol>
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended through inter-corporate loan are in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as no valuation report has been obtained
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable as no valuation report has been obtained
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
11.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Directions of RBI, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

**For and on Behalf of Board of Directors**  
**USHA FINANCIAL SERVICES LIMITED**  
SD/-  
**KRITIKA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
M.NO.: A65161

**Date: 20.04.2026**  
**Place: New Delhi**

## DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

S.No.	Particulars	
1.	Name of the Director	Nitesh Kumar Jha
2.	DIN	09753494
3.	Date of Birth	10/12/1992
4.	Expertise in Specific Functional area/ Experience	Mr. Nitesh Kumar Jha has over five years of experience in Corporate Laws, Regulatory Compliance, and Corporate Governance. He specializes in secretarial audits, ROC and MCA compliances, corporate restructuring, XBRL filings, drafting of statutory documents, and advisory on board and governance matters under the Companies Act, 2013 and SEBI Regulations
5.	In case of independent directors, skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Nitesh Kumar Jha is a qualified Company Secretary and an experienced corporate governance professional with over five years of experience in the field of corporate laws, regulatory compliance, and secretarial practices.</p> <p>He is a Member of the Institute of Company Secretaries of India (Membership No. 64377) and holds a Certificate of Practice (COP No. 24078). He is also registered as an Independent Director with DIN: 09753494 and is a Registered Trade Mark Agent (Agent Code: 33619).</p> <p>Mr. Jha is the Proprietor of Nitesh Jha &amp; Associates, a firm of Practicing Company Secretaries holding Peer Review Certificate No. 6094/2024. He has extensive experience in handling corporate compliances under the Companies Act, 2013, SEBI regulations, secretarial audits, corporate restructuring, XBRL filings, due diligence, charge management, appointment of Key Managerial Personnel, and drafting of statutory documents including Board and General Meeting documentation.</p> <p>He has successfully handled assignments relating to conversion of companies (Private to Public, LLP to Private Limited, OPC to Private Limited), ROC filings, and compliance certifications. He has also served as an Independent Director, contributing to corporate governance and board-level decision-making</p>
6.	Qualification	Company Secretary, Graduate (B.Com)
7.	Terms and Conditions of appointment	
8.	Number of Meetings of the Board attended during	1 (FY 2026-27)



# USHA FINANCIAL SERVICES LIMITED

CIN: L74899DL1995PLC068604

Registered Office: Plot No. 73, First Floor, Patparganj Industrial Area, Delhi- 110092

Email: Usha.nbfc@gmail.com, Website: www.ushafinancial.com

	the year	2 (FY 2025-26)
9.	Date of Appointment	26-02-2026
10.	Date of First appointment on the Board	26-02-2026
11.	Directorship of other Listed Companies as of Date Chairman/Member of Committees (including Audit Committee and Stakeholder Relationship Committee) of other Companies	NA
12.	Number of shares held in the Company	NIL
13.	Remuneration sought to be paid	NA
14.	Remuneration last drawn	NA
15.	Relationship with other Directors, Manger and other Key Managerial personnel of the Company	No Relationship

