

July 11, 2025

To,
The Manager,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Sub: Intimation of the 01st Extra-Ordinary General Meeting of M/s Usha Financial Services Limited for the F.Y. 2025-25 under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Scheduled to be held on Wednesday, August 06, 2025.

SYMBOL: USHAFIN
REF: NSE/LIST/4811
ISIN: INE0LS001014

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice (along with e-voting instructions) convening the 01st Extraordinary General Meeting ('EGM') of the Company for the F.Y. 2025-26, scheduled to be held as per the details mentioned below.:

S. No.	Particulars	Information
1	Day and date	Wednesday, August 06, 2025
2	Time	04:00 P.M (IST)
3	Mode	Through Video Conferencing / Other Audio-Visual Means (OAVM)
4	Cut-off date for determining eligibility for e-voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014	Wednesday, July 30, 2025
5	Remote e-voting period Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	From: Sunday, August 03, 2025 at 09:00 A.M.(IST) To: Tuesday, August 05, 2025 at 05:00 P.M. (IST).

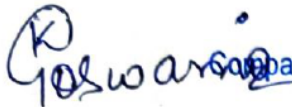
The aforesaid Notice is also available on the website of the Company at <https://www.ushafinancial.com/general-meetings.html>

A copy of the EGM Notice is enclosed herewith.

You are requested to take the same on your records.

Thanking you,

For and on behalf of
USHA FINANCIAL SERVICES LIMITED

 Company Secretary

Kritika
Company Secretary and Compliance Officer
Membership No. A65161



USHA FINANCIAL SERVICES LIMITED

CIN: L74899DL1995PLC068604

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

Corp. Office: 3rd Floor, Plot No. 40, Near Wave Cinema, Kaushambi,

Ghaziabad, UP-201012

Phone: 01204320775

E-mail: compliance@ushafinancial.com

Website: www.ushafinancial.com

NOTICE OF 01st EXTRA-ORDINARY GENERAL MEETING (2025-26)

NOTICE is hereby given that the 01st Extra-Ordinary General Meeting of the members of **USHA FINANCIAL SERVICES LIMITED** for the financial year 2025-26 will be held on Wednesday, the 06th Day of August, 2025 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 INCREASE IN AUTHORISED SHARE CAPITAL:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 of the Companies Act, 2013 (**“the Act”**) and other applicable provisions of the Act, if any, (including any statutory modification(s) and re- enactment(s) thereof for the time being in force) read with the Companies (Incorporation) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) divided into 2,60,00,000 (Two Crore and Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 44,00,00,000/- (Rupees Forty-Four Crores Only) divided into 4,40,00,000/- (Four Crores Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 44,00,00,000/- (Rupees Forty-Four Crores Only) divided into 4,40,00,000 (Four Crores and Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

ITEM NO. 2: TO APPROVE ISSUANCE OF BONUS SHARES:

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the **ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the Foreign Exchange Management Act, 1999 (“**FEMA**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals, the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 21,73,76,310 (Rupees Twenty One Crore Seventy Three Lakhs Seventy Six Thousand Three Hundred and Ten only) out of Securities Premium and/or General Reserve and/or Free Reserve Account of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten only) each whose names appear in the Register of Members / Register of Beneficial Owners on a ‘**Record Date**’ to be determined by the Board for this purpose, in the proportion of 1:1 i.e., 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s).

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 3: TO APPROVE THE APPOINTMENT OF STATUTORY AUDITORS IN CASE OF CASUAL VACANCY:

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Rajeev Shagun Gupta & Co., Chartered Accountants having Firm Registration No. 018530N be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s KRA & Co., Chartered Accountants, FRN 020266N.

RESOLVED FURTHER THAT M/s Rajeev Shagun Gupta & Co., Chartered Accountants having Firm Registration No. 018530N be and is hereby appointed as Statutory Auditors of the Company and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to do all the acts, deeds, matter and things as may be deemed necessary to give effect to the above resolution.”

ITEM NO. 4: TO APPROVE THE RE-APPOINTMENT OF MR. PANKAJ JAIN AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provision of Sections 149, 150, 152, 165 and all other applicable provision of the Companies Act, 2013 (“**ACT**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Subject to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Subject to the Article of Association of the Company, any other applicable Laws, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Pankaj Jain (DIN: 00257801), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of one year.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to do all the acts, deeds, matter and things as may be deemed necessary to give effect to the above resolution.”

ITEM NO. 5: TO APPROVE THE RE-APPOINTMENT OF MRS. NIMISHA JAIN AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provision of Sections 149, 150, 152, 165 and all other applicable provision of the Companies Act, 2013 (“**ACT**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act

(including any statutory modification(s) or re-enactment thereof for the time being in force), Subject to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Subject to the Article of Association of the Company, any other applicable Laws, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mrs. Nimisha Jain (DIN: 10651632), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of two consecutive years.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to do all the acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

ITEM NO. 6: CONSIDERATION AND APPROVAL FOR OFFER AND ISSUANCE OF NON-CONVERTIBLE DEBENTURES UPTO AN AGGREGATE AMOUNT OF RS. 100,00,00,000/- (RUPEES ONE HUNDRED CRORES ONLY):

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (the Rules), SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable SEBI Rules and Regulations, as amended from time to time and pursuant to the provisions of relevant Reserve Bank of India (RBI) Regulations, and further subject to the provisions of any other applicable statutes, regulations, if any, including any modification(s) or re-enactment thereof, and the provisions of the Memorandum & Articles of Association of the Company and subject to the approvals, consents, permissions, exemptions and /or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this Resolution) to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures (“the Debentures”/“NCDs”), aggregating to Rs. 100 crores (Rupees One Hundred Crores only), during the period of one year commencing from the conclusion of this general meeting, to the eligible investors, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/ to be raised by the Company, including issue of the Debentures shall not exceed the overall borrowing limits of the Company as amended, from time to time.

RESOLVED FURTHER THAT subject to and in accordance with the provisions of the Act, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including delegation of powers extended unto the Board herein, and with further powers on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the members of the Company.”

ITEM NO. 7: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH UNINAV DEVELOPERS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2025-26:

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 any statutory modification(s) of re-enactment thereof, for the time being in force), provisions of Regulation 23 and other applicable provisions of the 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 2025-26, 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 NUPUR INFRATECH PRIVATE LIMITED FOR THE FINANCIAL YEAR 2025-26:

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 any 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 2025-26, 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 NUPUR RECYCLERS LIMITED FOR THE FINANCIAL YEAR 2025-26:

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 any 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 2025-26, 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. 10: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR HOSPITALITY PRIVATE LIMITED FOR THE FINANCIAL YEAR 2025-26:

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 any 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 2025-26, 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: 11/07/2025
Place: New Delhi

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated December 28, 2022, General circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and in compliance with the provisions of Companies Act, 2013, the company has decided to hold its 01st Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at a common venue. Hence, Members can attend and participate in the EGM 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 there at 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. 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 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.

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 03rd August, 2025 at 09:00 A.M. and ends on 05th August, 2025 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. 30th July, 2025, 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 30th July, 2025.

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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN 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. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you

	will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen 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 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.	EVEN/ EVSN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN/ EVSN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 “EVEN/ EVSN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN/ 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 cs mohitsinghal@gmail.com with a copy marked to 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 EVEN/ EVSN, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at 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 cs mohitsinghal@gmail.com with a copy marked to 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.
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. 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 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 EVEN/ 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. 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 between 03rd August, 2025 (9.00 a.m. IST) and 05th August, 2025 (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.

//CERTIFIED TRUE COPY//

FOR USHA FINANCIAL SERVICES LIMITED

Sd/-

KRITIKA

COMPANY SECRETARY & COMPLIANCE OFFICER

M.NO.: A65161

Date: 11/07/2025

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) 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").

ITEM NO. 1

The Authorized Share Capital of the Company as on date is Rs. 26,00,00,000/- (Rupees Twenty-Six Crores only) divided into 2,60,00,000 (Two Crore and Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and the paid-up share capital of the Company is Rs. 21,73,76,310/- (Rupees Twenty-One Crore Seventy-Three Lakh Seventy-Six Thousand and Three Hundred Ten only).

The Company proposes to increase its Authorized Share Capital to Rs. 44,00,00,000/- (Rupees Forty-Four Crores only) to facilitate issue of Bonus shares. In order to facilitate the issuance of bonus shares as recommended by the Board of Directors under Item No. 2 of this Notice, it is necessary to increase the Authorized share capital of the Company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

A copy of the existing and proposed Memorandum of Association is available for inspection at the registered office of the Company during business hours on all working days up to the date of the Extraordinary General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Ordinary Resolution** set out in **Item No. 1** of the Notice for approval of the members.

ITEM NO. 2

The Board of Directors at its meeting held on July 07, 2025, have recommended issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e., 1 (one) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each by capitalising a sum not exceeding ₹ 21,73,76,310/- (Rupees Twenty-One Crore Seventy-Three Lakhs Seventy-Six Thousand Three Hundred and Ten only) out of securities premium received in cash and / or general reserve and / or Free Reserve of the Company, as may be considered appropriate.

Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Issue of bonus equity shares require members' approval in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

Accordingly, approval of members is sought for passing the **Ordinary Resolution** set out at **Item No. 2** of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company. The Board of

Directors commend the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members.

ITEM NO. 3:

M/s KRA & Co., Chartered Accountants (having FRN 020266N), have tendered their resignation as Statutory Auditors w.e.f. 14.05.2025, resulted into a casual vacancy in the office of the Statutory Auditors as envisaged by Section 139(8) of the Companies Act, 2013.

Pursuant to the provisions of Section 139(8) of the Companies Act 2013, any casual vacancy caused by the resignation of Statutory Auditors shall be filled by the Board of Directors within 30 days and such appointment shall also be approved by the members at a general meeting convened within three months of the recommendation by the Board.

The Board of Directors of the Company recommend at its meeting held on June 10, 2025, the appointment of M/s Rajeev Shagun & Gupta & Co., Chartered Accountants having Firm Registration No. 018530N as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s KRA & Co., Chartered Accountants. Accordingly, shareholder's approval by way of Ordinary resolution is sought.

M/s Rajeev Shagun & Gupta & Co., have given their consent to be appointed as the statutory Auditors of the Company along with a confirmation that, their appointment, if made by members, would be within limits prescribed under the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set out at **Item No. 3** of the Notice for the approval of the members as an **Ordinary Resolution**.

None of the Directors, Key managerial Persons and their relatives, in any way, concerned or interested in the said resolution.

ITEM NO. 4:

It is hereby informed to the members that Mr. Pankaj Jain (DIN: 00257801), who was appointed as an Independent Director of the Company at the Extraordinary General Meeting held on June 10, 2024, for a period of one year is being proposed for the reappointment.

In terms of provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of Section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term of up to five years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Pankaj Jain to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during his first term and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Pankaj Jain during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held June 10, 2025 has considered, approved and recommended the re-appointment of Mr. Pankaj Jain as an Independent Director for a second term of one year.

The Board of Directors at its meeting held on June 10, 2025 has approved the proposal for reappointment of Mr. Pankaj Jain as an Independent Director for a second term of one year.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Pankaj Jain, the Shareholders are requested to approve the re-appointment of Mr. Pankaj Jain as an Independent Director for a second term of one year.

Details of Directors seeking appointment and re-appointment at the Extraordinary General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings, are as follows:

Name of the Director	Mr. Pankaj Jain
Date of Birth	02-08-1969
Nationality	Indian
Date of initial appointment on the Board	10 th June, 2024
Qualifications	An Accomplished CMA, CS, AMT, Certified Independent Director and Alumnus of IIM, Calcutta
Expertise in specific functional area	Managed numerous strategic business initiatives involving Venture Formation, Business Modelling, Strategic Financial Planning, Corporate Alliances, Demergers, Divestments, Cost Optimization, Business Restructuring, Capital Structuring, Corporate Governance and Corporate Financing for successful businesses with global footprints and hold distinction of turning around the financial position of several companies through dynamic initiatives.
Number of Shares held in the Company	0 (Zero)
List of Directorship held in other companies	NA
Number of Board Meetings attended during the FY 2024-25	14
Chairman /Member in the committees of the Board of Companies in which he is Director	No
Relationship between Director Inter-se	Not Related
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Terms & Conditions of Appointment/ Reappointment: Re-appointment as a Non-Executive Independent Director not liable to retire by rotation. Remuneration proposed to be paid: He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the resolution at Item no. 4 of this Notice, read with the above explanatory statement.

The Board recommends the Resolution for approval of the Members as a **Special Resolution** as set out in the item no. 4 of the notice.

Except Mr. Pankaj Jain, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 5:

It is hereby informed to the members that Mrs. Nimisha Jain (DIN: 00257801), who was appointed as an Independent Director of the Company at the Extraordinary General Meeting held on June 10, 2024, for a period of one year is being proposed for the reappointment.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of Section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term of up to five years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mrs. Nimisha Jain to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during her first term and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mrs. Nimisha Jain during her tenure as an Independent Director since her initial appointment, the Nomination and Remuneration Committee at its meeting held June 10, 2025 has considered, approved and recommended the re-appointment of Mrs. Nimisha Jain as an Independent Directors for a second term of two years.

The Board of Directors at its meeting held on June 10, 2025 has approved the proposal for reappointment of Mrs. Nimisha Jain as an Independent Director for a second term of two consecutive years.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Nimisha Jain, the Shareholders are requested to approve the re-appointment of Mrs. Nimisha Jain as an Independent Directors for a second term of two consecutive years.

Details of Directors seeking appointment and re-appointment at the Extraordinary General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings, are as follows:

Name of the Director	Mrs. Nimisha Jain
Date of Birth	16-02-1990
Nationality	Indian
Date of initial appointment on the Board	10 th June, 2024
Qualifications	Company Secretary
Expertise in specific functional area	She has served as a Company Secretary at Womancart Limited from April 2023 to December 2023. Her role brings independence to the company
Number of Shares held in the Company	0 (Zero)
List of Directorship held in other companies	1. Womancart Limited 2. Frank Metals Recyclers Private Limited
Number of Board Meetings attended during the FY 2024-25	11

Chairman /Member in the committees of the Board of Companies in which he is Director	• Chairperson of Nomination and Remuneration Committee of Womancart Limited • Member of the Audit committee of Womancart Limited
Relationship between Director Inter-se	Not Related
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Terms & Conditions of Appointment/ Reappointment: Re-appointment as a Non-Executive Independent Director not liable to retire by rotation. Remuneration proposed to be paid: She shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the resolution at Item no. 5 of this Notice, read with the above explanatory statement.

The Board recommends the Resolution for approval of the Members as a **Special Resolution** as set out in the **Item no. 5** of the notice.

Except Mrs. Nimisha Jain, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 6

The Company is a Non- Banking Financial Company registered with the Reserve Bank of India. The lending book of the Company consists of diversified products, customer segments, geographies and varying tenors (Short Term and Long Term). In order to meet the business requirements, the Board of Directors of the Company in its meeting held on July 07, 2025 has proposed to issue Non-Convertible Debentures (NCDs) on a Private Placement basis.

Pursuant to Section 42 of the Companies Act, 2013, and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain approval of the shareholders once in a year for all the offers or invitations for issuance of Non-Convertible Debentures on a private placement basis during that year.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 6 of the Notice, to enable the Board of Directors of the Company to offer or invite subscription for Secured Redeemable Non-Convertible Debentures for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) in one or more tranches, as may be required by the Company, from time to time and as set out herein, for a period of one year from the date of passing this resolution.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules 2014, the material facts in connection with the aforesaid issue of NCD as follows:

i.	Particulars of the offer including date of passing Board Resolution	<i>Secured Redeemable NCDs for an amount not exceeding in aggregate Rs. 100 Crore (Rupees One Hundred Crores Only) in one or more tranches at different intervals on private Placement basis at such interest rates and on such terms and conditions as may be determined by Board of Directors.</i>
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ii.	Kinds of securities offered and the price at which security is being offered	<i>Secured Redeemable NCDs shall be issued at face value of Rs. 1,00,000/- (Rupees One Lakh Only) each at par.</i>
iii.	Basis or justification for the price at which the offer or invitation is being made	<i>At par.</i>
iv.	Name and address of the Valuer who performed Valuation	<i>M/S Anukampa Jain & Associates Located at A-8/4, Jhilmil Industrial Area, Delhi- 110095</i>
v.	Amount which the company intends to raise through such securities.	<i>Upto Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)</i>
vi.	Proposed time Schedule of issue at this time	<i>Issue shall be opened as and when the Board of Directors deem fit.</i>
vii.	Purpose and object of the offer	<i>The present issue of Debentures shall be made pursuant to applicable regulations to meet our requirements relating to working capital and general corporate purposes.</i>
viii.	Principle term of assets charged as securities	<i>The Debentures shall be secured by way of a first ranking exclusive and continuing charge creating hypothecation over the Present and Future book debts. The value of the loan assets comprising the Hypothecated Property shall at all time from the day falling on the 30th (Thirtieth) day from the Deemed Date of Allotment till Maturity Date be equal to the value of the Outstanding Principal Amount (as defined in the Debenture trust Deed) multiplied by 1.0.</i> <i>All the Assets shall be charged to the Debenture Trustee under the Deed of Hypothecation shall always be kept distinguishable and held as the exclusive property of the Company specifically appropriated to this security and be dealt with only under the directions of the Debenture Trustee and the company shall not create any charge, lien or other encumbrance upon or over the same or any part thereof except in favour of the Debenture Trustee nor suffer any such charge, lien or other encumbrance or any part thereof nor do or allow anything that may prejudice this security and the Debenture Trustee shall be at liberty to incur all costs and expenses as may be necessary to preserve this security and to maintain the same undiminished and claim reimbursement thereof;</i> <i>The Company shall create the security over the Hypothecated Assets on or before the Deemed Date of Allotment in accordance with</i>

		<i>the deed of Hypothecation and file form CHG-9 with the concerned ROC in relation thereto as soon as it becomes applicable and not later than 30 (Thirty) days from the execution of the Deed of Hypothecation</i>
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None of the Directors or Key Managerial Personnel (KMP) or relatives is in any way concerned or interested either financially or otherwise, in the Resolution, except to the extent of their Shareholding/ investment in the Company.

ITEM NO. 7 to 10:

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/ EVSN 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) ₹ 50 crore, or 10% of the annual 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 July 07, 2025, 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 Nos. 7 to 10** of this Notice as **Ordinary Resolutions**.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular dated November 11, 2024 is provided herein below:

For Item No. 7:

S. No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Inter-corporate loans TERMS: - Tenure : Upto 24 months Security : Unsecured loan therefore, no security Repayment Terms : Repayable on demand or in 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)	Uninav Developers Private Limited , 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)	32.99%
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 incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or 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	i. Not Applicable ii. Nature of indebtedness: Inter-corporate loans Tenure: Upto 24 months iii. TERMS: - Tenure : Upto 24 months Security : Unsecured loan therefore, no security Repayment Terms : Repayable on demand or in 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 iv. For the business operations

	pursuant to the RPT.	
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be raised through inter-corporate loans will be utilized for meeting the business requirements and general corporate purposes in the best interest of the company.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	NA
10.	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 Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

For ITEM NO. 8:

S. No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Inter-corporate loans TERMS: - Tenure : Upto 24 months Security : Unsecured loan therefore, no security Repayment Terms : Repayable on demand or in 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)	Nupur Infratech Private Limited 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)	16.50%
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 incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or 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.	i. Not Applicable ii. Nature of indebtedness: Inter-corporate loans Tenure: Upto 24 months iii. TERMS: - Tenure : Upto 24 months Security : Unsecured loan therefore, no security Repayment Terms : Repayable on demand or in 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 iv. For the business operations
7.	Justification as to why the RPT is in the interest of the listed entity;	The fund proposed to be raised through inter-corporate loans will be utilized for meeting the business requirements and general corporate purposes in the best interest of the company.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	NA

10.	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 Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).
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For ITEM NO. 9:

S. No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Inter-corporate loans TERMS: - Tenure : Upto 24 months Security : Unsecured loan therefore, no security Repayment Terms : Repayable on demand or in 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)	Nupur Recyclers Limited 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)	32.99%
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;	i. Not Applicable

	ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or 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.	ii. Nature of indebtedness: Inter-corporate loans Tenure: Upto 24 months iii. TERMS: - Tenure : Upto 24 months Security : Unsecured loan therefore, no security Repayment Terms : Repayable on demand or in 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 iv. For the business operations
7.	Justification as to why the RPT is in the interest of the listed entity;	The fund proposed to be raised through inter-corporate loans will be utilized for meeting the business requirements and general corporate purposes in the best interest of the company.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	11.93%
10.	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 Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

For ITEM NO. 10:

S. No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Inter-corporate loans TERMS: - Tenure : Upto 24 months Security : Unsecured loan therefore, no security Repayment Terms : Repayable on demand or in 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)	Nupur Hospitality Private Limited 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)	41.24%
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 incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	i. Not Applicable ii. Nature of indebtedness: Inter-corporate loans Tenure: Upto 24 months iii. TERMS: - Tenure : Upto 24 months Security : Unsecured loan therefore, no security Repayment Terms : Repayable on demand or in monthly/ quarterly

	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	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 fund proposed to be raised through inter-corporate loans will be utilized for meeting the business requirements and general corporate purposes in the best interest of the company.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	NA
10.	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 Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

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

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

Date: 11/07/2025
Place: New Delhi