UFSL
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USHA FINANCIAL SERVICES LIMITED
CIN: L74899DL1995PLC068604
Registered Office: Plot No. 73, First Floor, Patparganj Industrial Area, Delhi- 110092
Email :Info@ushafinancial.com , Webiste : www.ushafinancial.com

September 01, 2026

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

Subject: Submission of Notice Convening the Second Extra-Ordinary General Meeting ("EGM") of the Financial Year 2026-2027

Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("**SEBI Listing Regulations**"), we hereby submit the Notice convening the Second Extra-Ordinary General Meeting ("EGM") to be held on Saturday, 26th day of September, 2026 at 04:00 P.M through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), which shall be deemed to be held at the Registered Office of the Company situated at Plot No. 73, First Floor, Patparganj Industrial Area, Delhi – 110091 of the financial year 2026-27.

The Notice of 2nd EGM as mentioned above, has also been made available on the Company's website at *https://www.ushafinancial.com/general-meetings.html*

Accordingly, a copy of the EGM Notice is enclosed herewith.

Kindly, take the above submissions on your record.

Thanking you,

Yours faithfully,
For USHA FINANCIAL SERVICES LIMITED

For Usha Financial Services Limited

Company Secretary

Kritika
(Company Secretary and Compliance Officer)
Membership No. A65161

NOTICE OF 02nd EXTRA-ORDINARY GENERAL MEETING (2026-2027)

NOTICE is hereby given that the 02nd Extra-Ordinary General Meeting of the members of **USHA FINANCIAL SERVICES LIMITED** for the financial year 2026-27 will be held on **Saturday, the 26th Day of September, 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: 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 Section 177, 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 2(1)(zc), 23 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the Company's policy on materiality of related party transaction and on dealing with the related party transactions and pursuant to recommendations of Audit Committee and Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board), the consent of the members of the Company be and is hereby accorded to the Board to enter into, continue, renew, extend, or modify any contract(s), agreement(s), arrangement(s), or transaction(s) (whether individual, series of transactions, or in aggregate) with **M/s Uninav Developers Private Limited** for granting/availing unsecured loans or other related party transactions as detailed in the Explanatory Statement, on such terms and conditions as the Board may deem fit, for an aggregate amount not exceeding **Rs 25,00,00,000/-** ***(Rupees Twenty-Five Crores* Only)** during the Financial Year 2026–27, notwithstanding that such transactions may exceed 10% of the annual consolidated turnover of the Company (or such other threshold as prescribed under the Listing Regulations) as per its last audited financial statements;

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: RATIFICATION AND APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH UNINAV BUILDCON 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 Section 177, 188 and other applicable provisions, if any 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), Regulation 2(1)(zc), 23 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the Company's policy on materiality of related party transaction and on dealing with the related party transactions and pursuant to recommendations of Audit Committee and Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted by the Board, the approval of members of the Company be and is hereby accorded to ratify the material related party transactions already entered into with the M/s Uninav Buildcon Private Limited, a related party during the Financial Year 2026-27 up to date in nature of granting/availing unsecured loans amounting to Rs 50,00,00,000/- (Rupees One Hundred and Twenty-Five Crores only).

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to enter into, continue, renew, extend, or modify any contract(s), agreement(s), arrangement(s), or transaction(s) (whether individual, series of transactions, or in aggregate) with **M/s Uninav Buildcon Private Limited** for granting/availing unsecured loans or other related party transactions as detailed in the Explanatory Statement, on such terms and conditions as the Board may deem fit, for an aggregate amount not exceeding **Rs 1,25,00,00,000/- (Rupees One Hundred and Twenty-Five Crores only)** during the Financial Year 2026–27, notwithstanding that such transactions may exceed 10% of the annual consolidated turnover of the Company (or such other threshold as prescribed under the Listing Regulations) as per its last audited financial statements;

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: 31.08.2026
PLACE: GHAZIABAD

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. 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.

3. 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.

4. 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.

5. 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) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the EGM will be provided by NSDL.

6. 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 https://www.ushafinancial.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.

7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

The remote e-voting period begins on 23rd September, 2026 at 09:00 A.M. and ends on 25th September, 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. 19th September, 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 19th September, 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.	1. 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. 2. 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. 
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 use your existing my easi/easiest 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.	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.
   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 "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 csrishabhj@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 event, 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 csrishabhj@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 email 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 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 23rd September, 2026 (9.00 a.m. IST) and 25th September, 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.

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

Sd/-
KRITIKA
COMPANY SECRETARY & COMPLIANCE OFFICER **DATE: 31.08.2026**
M.NO.: A65161 **PLACE: GHAZIABAD**

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").

ITEM NO. 1:

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

Pursuant to provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions require prior approval or ratification by the members of the Company through an Ordinary Resolution.

Under Regulation 23 of the SEBI Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed ₹1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The company proposes to enter into related party transaction(s) with M/s Uninav Developers Private Limited, in the ordinary course of business and on an arm's length basis during the Financial Year 2026–27.

The approval of the members of the company is sought for proposed transactions aggregating up to **Rs 25,00,00,000/-** ***(Rupees Twenty-Five Crores* Only)** for the Financial Year 2026-27. Since the aggregate value of these transactions exceeds the materiality threshold prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and ratification of the members is being sought for Item No. 1.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, through its meeting held on August 31, 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.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 and SEBI Master Circular dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

PART A

A1. Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	UNINAV DEVELOPERS PRIVATE LIMITED
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The company is involved in Real estate activities with own or leased property.

A2. Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	A company having common promoter/directors with the company
	A. Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Some of the promoters of the listed entity is holding shares in the related party in the following manner: • Mr. Rajesh Gupta is holding 45% shareholding; and • Mr. Anoop Garg is holding 55% shareholding.
	B. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	C. Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	NA

A3. Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	**Nature of Transaction** / **Amount (in Rs. Lakhs)** Loan Taken: 1541.91 Loan repaid: 1500.00 Interest on loan: 7.97
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	**Nature of Transaction** / **Amount (in Rs. Lakhs)** NIL
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	No

A4. AMOUNT OF THE PROPOSED TRANSACTION:

S. No.	Particulars of the information	Borrowings
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto Rs. 25 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	35.06%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable as there is no subsidiary of the listed entity
5.	Value of the proposed transactions as a percentage of the related party's annual	24.02%

	consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	
6.	Financial performance of the related party for the immediately preceding financial year.	**Particulars** / **FY 2025-26 (INR)** Turnover: Rs. 104.08 Cr Profit After Tax: Rs. 30 Cr Net worth: Rs. 162.55 Cr

A (5) Basic details of proposed transactions to be approved

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings
2.	Details of the proposed transaction	Borrowings to be raised from the related party in the ordinary course of business and on an arm's length basis.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the financial year 2026-2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 25 crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The funds proposed to be raised shall be deployed in the ordinary course of business. The deployment of such funds is expected to positively impact the listed entity's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	

	a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr. Rajesh Gupta b. Mr. Rajesh Gupta is holding 45% shareholding and Mr. Anoop Garg is holding 55% shareholding of Uninav Developers Private Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	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).

PART B & C:

Additional disclosures in case of transactions relating to borrowings by the listed entity or its subsidiary:

S. No.	Particulars	Borrowings
1.	Material covenants of the proposed transaction	Tenure: Upto 36 months; Security: Unsecured borrowing therefore, no security; Repayment Terms : Repayable on demand or monthly/quarterly instalments;
2.	Interest Rate (in terms of numerical value or base rate and applicable spread)	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;
3.	Cost of borrowing *Note: This shall include all cost associated with the borrowing*	As agreed, upon by the Board or the committee thereof in coordination with the related party.
4.	Maturity/ due date	On or before 36 months
5.	Repayment schedule & terms	Repayable on demand or monthly/ quarterly instalments;
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the ultimate beneficiary of	For the business purpose or working capital

	such funds pursuant to the transaction	
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Not applicable in case of listed NBFCs
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Not applicable in case of listed NBFCs

Additional Information to be provided to the Shareholders for Approval of Material Related Party Transactions

S. No.	Particulars	Borrowings
1.	Justification as to why the proposed transaction is in the interest of the Listed Entity. The basis for determination of price and other material terms and conditions of the proposed Related Party Transaction has been considered and approved by the Audit Committee.	The funds proposed to be borrowed shall be raised in the ordinary course of business and utilized for meeting the Company's funding requirements and supporting its lending operations. The proposed borrowing is expected to augment the Company's financial resources, facilitate the growth of its loan portfolio and loans and advances, and consequently contribute to the growth in revenue of the Listed Entity.
2.	The facts that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole-time Director/Manager and CFO of the Listed Entity, as required under the RPT Industry Standards.	Yes, the Audit Committee has reviewed the certificates provided by the CEO and CFO of the Listed Entity, confirming that the terms of the RPTs proposed to be entered into are in the interest of the listed entity.
3.	The proposed Material Related Party Transaction/material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for their approval.	Yes
4.	Web-link and QR Code through which the shareholders may access the valuation report or other reports of an external party, if any, considered by the Audit Committee while approving the Related Party Transaction.	Not Applicable
5.	The Audit Committee and Board of Directors may approve redaction of commercial secrets and such other information which may affect the	There is no commercial secret or other information affecting the competitive position of the Listed Entity that requires redaction. Accordingly, no information has been redacted

	competitive position of the Listed Entity, and affirm that the redacted disclosures continue to provide all necessary information to the public shareholders for informed decision-making.	from the disclosures provided to the shareholders
6.	Any other information that may be relevant to the shareholders for taking an informed decision on the proposed Related Party Transaction.	Not Applicable

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	Borrowings
1.	Type, material terms and particulars of the proposed transaction(s)	Type of transaction: Borrowings Tenure: Upto 36 months; Security: Unsecured borrowing 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)	**Uninav Developers Private Limited,** A company having common promoter/directors with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 36 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)	35.06%
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 in case of NBFCs

	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. Not applicable in case of NBFCs iii. Tenure: Upto 36 months; Security: Unsecured Borrowings 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. iv. For the business purpose or working capital
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be borrowed shall be raised shall be utilized for meeting the Company's funding requirements and supporting its lending operations. The proposed borrowing is expected to augment the Company's financial resources, facilitate the growth of its loan portfolio, and consequently contribute to the growth 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).

Further, in terms of Section 188 of the Companies Act, 2013 read with the applicable Rules made thereunder, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed transactions, being related party transactions undertaken in the ordinary course of business and on an arm's length basis.

Pursuant to the Provision of Regulation 23 of SEBI LODR Regulations, all related parties shall abstain from voting on this resolution, whether the entity is a related party to the particular transaction or not.

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

ITEM NO. 2:

RATIFICATION AND APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH UNINAV BUILDCON PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27:

Pursuant to provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions require prior approval or ratification by the members of the Company through an Ordinary Resolution.

Under Regulation 23 of the SEBI Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed ₹1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The company has entered into and proposes to further enter into related party transaction(s) with M/s Uninav Buildcon Private Limited, in the ordinary course of business and on an arm's length basis during the Financial Year 2026–27.

The aggregate value of the transactions already entered into during the financial year 2026-27 to till date amounts to **Rs 50,00,00,000/-**, for which ratification is sought. Further, approval is sought for proposed transactions aggregating up to **Rs 1,25,00,00,000/-** for the Financial Year 2026-27 in the nature of both granting loans and availing loans. Since the aggregate value of these transactions exceeds the materiality threshold prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and ratification of the members is being sought for Item No. 2.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, through its meeting held on August 31, 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.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 and SEBI Master Circular dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

PART A

A1. Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	UNINAV BUILDCON PRIVATE LIMITED
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The company is involved in Real estate activities with own or leased property.

A2. Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Subsidiary of a company having common promoter/directors with the company
	A. Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Mr. Anoop Garg, one of the promoters of the listed entity is holding 1 share in the related party. Mr. Rajesh Gupta is holding 45% shareholding and Mr. Anoop Garg is holding 55% shareholding of Uninav Developers Private Limited which is a holding company of the related party.
	B. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	C. Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through	NA

	any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	

A3. Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	NA
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table><tr><th>Nature of Transaction</th><th>Amount (in Rs. Lakhs)</th></tr><tr><td>Loan taken</td><td>1300</td></tr><tr><td>Interest on Loan</td><td>15.53</td></tr><tr><td>TOTAL</td><td>1315.53</td></tr></table>
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year	No

A4. AMOUNT OF THE PROPOSED TRANSACTION:

S. No.	Particulars of the information	Loans and advances (Inter-corporate loans/deposits);	Borrowings
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto Rs. 25 crores	Upto Rs. 100 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	35.06%	140.25%
4.	Value of the proposed transactions as a percentage of subsidiary's annual	Not Applicable as there is no subsidiary of the listed	Not Applicable as there is no subsidiary of the listed

	standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	entity	entity
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	113.86% on the basis of standalone turnover	
6.	Financial performance of the related party for the immediately preceding financial year.	**Particulars** Turnover: Profit After Tax: Net worth:	**FY 2025-26 (INR)** Rs. 109.78 Cr. Rs. 47.12 Cr. Rs. 47.54 Cr.

A (5) Basic details of proposed transactions to be approved

S. No.	Particulars of the information	Information provided by the management	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loans and advances (Inter-corporate loans/deposits);	Borrowings
2.	Details of the proposed transaction	Loans and advances (Inter-corporate loans/deposits) to the related party in the ordinary course of business and on an arm's length basis.	Borrowings from the related party in the ordinary course of business and on an arm's length basis.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the financial year 2026-2027	For the financial year 2026-2027
4.	Whether omnibus approval is being sought?	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 25 crores	Upto Rs. 100 crores
6.	Justification as to why the RPTs	The funds proposed to be	The funds proposed to be

	proposed to be entered into are in the interest of the listed entity.	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.	raised shall be deployed in the ordinary course of business. The deployment of such funds is expected to positively impact the listed entity's loan book growth and thereby contribute to an increase in revenue of the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr. Rajesh Gupta b. Mr. Rajesh Gupta is holding 45% shareholding and Mr. Anoop Garg is holding 55% shareholding of Uninav Developers Private Limited which is a holding company of the related party.	a. Mr. Rajesh Gupta b. Mr. Rajesh Gupta is holding 45% shareholding and Mr. Anoop Garg is holding 55% shareholding of Uninav Developers Private Limited which is a holding company of the related party.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable
9.	Other information relevant for decision making.	The transaction will be executed or modified inS 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).	

PART B & C:

Additional disclosures in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:

S. No.	Particulars	
1.	Source of funds in connection with the proposed transaction;	Not applicable in case of listed NBFCs.
2.	Where any financial indebtedness is incurred to give loans, inter corporate deposit or advance, specify the following: a) Nature of indebtedness; b) Total cost of borrowing; c) Tenure; d) Other details	Not applicable in case of listed NBFCs.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not applicable in case of listed NBFCs.

4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	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;
5.	Maturity/ Due Date	On or before 36 months
6.	Repayment schedule or terms	Repayable on demand or monthly/ quarterly instalments;
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	The funds will be utilized by the ultimate beneficiary for the business purposes and working capital.
10.	Latest credit rating of the related party	Not Applicable
11.	Defaults on borrowings, if any, over the last 3 financial years by the related party from the listed entity or any other person and value of subsisting default. a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016	We confirm that there has been no default on borrowings by related party from the listed entity or any other person during the last three financial years. a) No b) No c) No d) No
12.	Year wise reporting of defaults (if any)	Not applicable

Additional disclosures in case of transactions relating to borrowings by the listed entity or its subsidiary:

S. No.	Particulars	Information provided by the management
1.	Material covenants of the proposed transaction	Tenure: Upto 36 months; Security: Unsecured borrowing therefore, no

		security; Repayment Terms : Repayable on demand or monthly/quarterly instalments;
2.	Interest Rate (in terms of numerical value or base rate and applicable spread)	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;
3.	Cost of borrowing *Note: This shall include all cost associated with the borrowing*	As agreed, upon by the Board or the committee thereof in coordination with the related party.
4.	Maturity/ due date	On or before 36 months
5.	Repayment schedule & terms	Repayable on demand or monthly/ quarterly instalments;
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	For the business purposes and working capital.
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Not applicable in case of listed NBFCs
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Not applicable in case of listed NBFCs

Additional Information to be provided to the Shareholders for Approval of Material Related Party Transactions

S. No.	Particulars	Loans and advances (Inter-corporate loans/deposits)	Borrowings
1.	The proposed transaction is in the interest of the Listed Entity. The basis for determination of price and other material terms and conditions of the proposed Related Party Transaction has been considered and approved by the Audit Committee.	The funds proposed to be extended shall be deployed in the ordinary course of business for advancing loans and providing financial assistance to eligible borrowers. The proposed deployment is expected to support the growth and expansion of the	The funds proposed to be borrowed shall be utilized for meeting the Company's funding requirements and supporting its lending operations. The proposed borrowing is expected to augment the Company's financial resources, facilitate

		Company's loan portfolio, enhance its loans and advances, and consequently contribute to the growth in revenue of the Listed Entity.	the growth of its loan portfolio, and consequently contribute to the growth in revenue of the Listed Entity.
2.	The Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole-time Director/Manager and CFO of the Listed Entity, as required under the RPT Industry Standards.	Yes, the Audit Committee has reviewed the certificates provided by the CEO and CFO of the Listed Entity, confirming that the terms of the RPTs proposed to be entered into are in the interest of the listed entity.	Yes, the Audit Committee has reviewed the certificates provided by the CEO and CFO of the Listed Entity, confirming that the terms of the RPTs proposed to be entered into are in the interest of the listed entity.
3.	The proposed Material Related Party Transaction/material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for their approval.	Yes	Yes
4.	Web-link and QR Code through which the shareholders may access the valuation report or other reports of an external party, if any, considered by the Audit Committee while approving the Related Party Transaction.	Not Applicable	Not Applicable
5.	The Audit Committee and Board of Directors may approve redaction of commercial secrets and such other information which may affect the competitive position of the Listed Entity, and affirm that the redacted disclosures continue to provide all necessary information to the public shareholders for informed decision-making.	There is no commercial secret or other information affecting the competitive position of the Listed Entity that requires redaction. Accordingly, no information has been redacted from the disclosures provided to the shareholders	There is no commercial secret or other information affecting the competitive position of the Listed Entity that requires redaction. Accordingly, no information has been redacted from the disclosures provided to the shareholders
6.	Any other information that may be relevant to the shareholders for taking an informed decision on the proposed Related Party	Not Applicable	Not Applicable

	Transaction.		

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	Loans and advances (Inter-corporate loans/deposits)	Borrowings
1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans/deposits); Tenure: Upto 36 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.	Borrowings Tenure: Upto 36 months; Security: Unsecured borrowing 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)	**Uninav Buildcon Private Limited,** Subsidiary of a company having common promoter/directors with the company	**Uninav Buildcon Private Limited,** Subsidiary of a company having common promoter/directors with the company
3.	Tenure of the proposed transaction(s) (particular tenure shall be specified)	Upto 36 months	Upto 36 months
4.	Value of the proposed transaction(s)	Upto Rs. 25 Crores	Upto Rs. 100 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)	35.06%	140.25%
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 in case of NBFCs ii. Not applicable in case of NBFCs iii. Tenure: Upto 36 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. iv. For the business purpose and working capital	i. Not applicable in case of NBFCs ii. Not applicable in case of NBFCs iii. Tenure: Upto 36 months; Security: Unsecured Borrowings 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. iv. For the business purpose and working capital
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended shall be deployed in the ordinary course of business for advancing loans and providing financial assistance to eligible borrowers. The proposed deployment is expected to support the growth and expansion of the	The funds proposed to be borrowed shall be raised in the ordinary course of business and utilized for meeting the Company's funding requirements and supporting its lending operations. The proposed

		Company's loan portfolio, enhance its loans and advances, and consequently contribute to the growth in revenue of the Listed Entity.	borrowing is expected to augment the Company's financial resources, facilitate the growth of its loan portfolio and loans and advances, and consequently contribute to the growth 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	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	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).	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).

Further, in terms of Section 188 of the Companies Act, 2013 read with the applicable Rules made thereunder, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed transactions, being related party transactions undertaken in the ordinary course of business and on an arm's length basis.

Pursuant to the Provision of Regulation 23 of SEBI LODR Regulations, all related parties shall abstain from voting on this resolution, whether the entity is a related party to the particular transaction or not.

The Board recommends the **Ordinary Resolution set out at Item No. 2** of the Notice for approval of the Members.

FOR AND ON BEHALF OF
USHA FINANCIAL SERVICES LIMITED

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

DATE: 31.08.2026
PLACE: GHAZIABAD