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

August 13, 2026

Subject: Submission of Notice Convening the 30th Annual General Meeting ("AGM") for Financial Year 2025-2026

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 30th Annual General Meeting to be held on Wednesday, 09th 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 for the financial year 2025-26.

The Notice of 30th Annual General Meeting 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 AGM 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

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

UFSL
We Support Your Goals

NOTICE OF ANNUAL GENERAL MEETING

Shareholder participation and statutory communication.

NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the members of USHA FINANCIAL SERVICES LIMITED will be held on Wednesday, 09th 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 consider and transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER, AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2026, TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year 2025-26 including the Balance Sheet as at March 31, 2026 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon, laid before this meeting be and is hereby received, considered and adopted;

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."

2. **TO APPOINT A DIRECTOR IN PLACE OF MRS. NUPUR GUPTA (DIN: 09305281), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE TO OFFER HERSELF FOR RE-APPOINTMENT**

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

"RESOLVED THAT as per the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and subject to the consent of Members of the Company be and is hereby accorded for the re-appointment of Mrs. Nupur Gupta (DIN: 09305281), as a Director of the Company liable to retire by rotation, who retires by rotation at this Annual General Meeting of the Company and being eligible, has offered herself for re-appointment;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally or jointly authorized to file the necessary documents including filing of e-Forms, if any, with Registrar of Companies, Delhi and to do all such acts, deeds and any other things as may be required to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

3. **TO APPROVE THE APPOINTMENT OF MR. SUDHANSHU SINGHAL (DIN: 08167554) AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Regulation 16 and 25 read with other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sudhanshu Singhal (DIN: 08167554), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company by way of a Circular Resolution dated July , 2026, and who held office up to the date of this General Meeting pursuant to Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (Two) consecutive years with effect from August 3, 2026 till August 3, 2028."

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

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

4. **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR NATURE RESORTS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27**

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

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

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

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

5. **CONSIDERATION AND APPROVAL FOR OFFER AND ISSUANCE OF NON-CONVERTIBLE DEBENTURES UPTO AN AGGREGATE AMOUNT OF RS. 200,00,00,000/- (RUPEES TWO 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. 200 crores (Rupees Two 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."

6. **CONSIDERATION AND APPROVAL FOR THE INCREASE IN REMUNERATION OF MR. RAJESH GUPTA, CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY**

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 Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the approval of the Members be and is hereby accorded to and the action of the Board of Directors in approving the remuneration of Mr. Rajesh Gupta (DIN: 01941985), Chairman cum Managing Director of the Company, at Rs.1,44,00,000/- (Rupees One Crore Forty-Four Lakhs Only) per annum with effect from the month of May, 2026 be and is hereby confirmed;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for payment of remuneration to Mr. Rajesh Gupta by way of salary, allowances, perquisites, commission, incentive, performance-linked pay and other benefits, as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, wherever applicable, provided that the aggregate remuneration payable to Mr. Rajesh Gupta in any financial year shall not exceed Rs.3,00,00,000/- (Rupees Three Crore Only) per annum or the limits prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and other applicable provisions of the Act, as amended from time to time, whichever is lower;

RESOLVED FURTHER THAT within the aforesaid overall limits, the Board of Directors of the Company be and is hereby authorised to determine, fix, revise, enhance, restructure, alter or vary, from time to time, the quantum and components of remuneration, including basic salary, allowances, perquisites, commission, incentive, performance-linked pay and other benefits payable to Mr. Rajesh Gupta, in such manner as may be considered appropriate and in the best interests of the Company, subject always to the limits approved herein and compliance with the provisions of the Companies Act, 2013, Schedule V thereto, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable laws, rules and regulations as may be applicable from time to time;

RESOLVED FURTHER THAT where, at any time, the remuneration proposed to be paid exceeds the limits approved herein or any approval by way of a Special Resolution or otherwise becomes mandatory under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law for the time being in force, the Company shall obtain such approval(s) before giving effect to such remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary & Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, writings, forms and filings as may be necessary, desirable or expedient to give effect to this Resolution."

7. **CONSIDERATION AND APPROVAL FOR THE INCREASE IN REMUNERATION OF MRS. GEETA GOSWAMI, CEO & DIRECTOR OF THE COMPANY**

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 Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the approval of the Members be and is hereby accorded to and the action of the Board of Directors in approving the remuneration of Mrs. Geeta Goswami (DIN: 07810522), CEO and Director of the Company, at Rs.60,00,000/-(Rupees Sixty Lakhs Only) per annum with effect from the month of May, 2026 be and is hereby confirmed;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for payment of remuneration to Mrs. Geeta Goswami (DIN: 07810522), CEO and Director of the Company, by way of salary, allowances, perquisites, commission, incentive, performance-linked pay and other benefits, as may be determined by the Board of Directors from time to time based on the recommendation of the Nomination and Remuneration Committee, wherever applicable, provided that the aggregate remuneration payable to Mrs. Geeta Goswami in any financial year shall not exceed Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum or the limits prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and other applicable provisions of the Act, as amended from time to time, whichever is lower;

RESOLVED FURTHER THAT within the aforesaid overall limits, the Board of Directors of the Company be and is hereby authorised to determine, fix, revise, enhance, restructure, alter or vary, from time to time, the quantum and components of remuneration, including basic salary, allowances, perquisites, commission, incentive, performance-linked pay and other benefits payable to Mrs. Geeta Goswami, in such manner as may be considered appropriate and in the best interests of the Company, subject always to the limits approved herein and compliance with the provisions of the Companies Act, 2013, Schedule V thereto, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable laws, rules and regulations as may be applicable from time to time;

RESOLVED FURTHER THAT where, at any time, the remuneration proposed to be paid exceeds the limits approved herein or any approval by way of a Special Resolution or otherwise becomes mandatory under the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law for the time being in force, the Company shall obtain such approval(s) before giving effect to such remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary & Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, writings, forms and filings as may be necessary, desirable or expedient to give effect to this Resolution."

/CERTIFIED TRUE COPY /

FOR USHA FINANCIAL SERVICES LIMITED

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

Date: 12.08.2026
Place: Ghaziabad

NOTES: -

1. The 30th Annual General Meeting of the Company will be held on Wednesday, September 09, 2026, at 04:00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.

2. In view of the general circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), companies are allowed to hold the Annual General Meeting through VC or OAVM without the physical presence of the Shareholders at a common venue. Therefore, the forthcoming 30th AGM of the Company is scheduled to be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) in compliance with MCA circulars and SEBI circulars. Hence, Shareholders can attend and participate in the ensuing AGM through VC/ OAVM. The deemed venue of the meeting shall be considered at the Registered Office of the Company. In compliance with the general Circular No. 09/2024 issued by the MCA, item mentioned in this AGM Notice are considered unavoidable and forms part of this Notice. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

3. The Register of Members and Share Transfer Books of the Company will remain closed from September 02, 2026 to September 08, 2026.

4. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made and according to the provisions of Regulation 36 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, the Companies can serve Notice of Annual General Meeting along with the Annual Reports through electronic mode to those members who have registered their e-mail address either with the Company or the Registrar Transfer Agent as of August 07, 2026. Accordingly, the Notice of AGM and Annual Report are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the RTA unless the members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM and Annual Report are being sent to the members who have not registered their e-mail IDs with the Company or RTA. Further, the copy of Notice of Annual General Meeting shall be available on the website of the Company https: /www.ushafinancial.com/investor-information.html, on the website of NSE Limited i.e. https: /www.nseindia.com/ and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

5. A body corporate intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of resolution of the Board of Directors or other governing body authorizing such representative(s) to attend and vote on their behalf at the Meeting.

6. Members attending the 30th AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

7. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at compliance@ushafinancial.com before 11:00 A.M. (IST) on September 05, 2026. Such questions by the Members shall be suitably replied by the Company.

8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

9. Since the 30th AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

11. 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 (as may be notified 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 AGM. 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 on the date of the AGM will be provided by NSDL.

12. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on cut-off date i.e. September 02, 2026.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

14. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date may cast vote after following the instructions for remote e-voting and e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and National Securities Depository Limited ('NSDL').

15. The remote e-voting period will commence at 10.00 A.M. on September 06, 2026 and will end at 5.00 P.M. on September 08, 2026.

16. The Company has appointed Mr. Mohit Singhal, Practicing Company Secretary (having FCS 11143, CP 15995), to act as the Scrutinizer for conducting the scrutiny of the votes cast in the Annual General Meeting.

17. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company https: /www.ushafinancial.com and on the website of the agency National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com . The result will simultaneously be communicated to the Stock Exchanges.

18. The Resolutions shall be deemed to be passed on the date of the AGM conducted through VC/OAVM, subject to receipt of the requisite number of votes in favour of the Resolutions.

19. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.

20. The Members can join the AGM 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 point no. 21.

THE INSTRUCTIONS FOR MEMBERS FOR JOINING ANNUAL GENERAL MEETING AND FOR EXERCISING THEIR RIGHT TO VOTE THROUGH REMOTE E-VOTING AND E-VOTING ON THE DAY OF ANNUAL GENERAL MEETING IS GIVEN BELOW: - **The remote e-voting period begins on Sunday, September 06, 2026 at 10:00 A.M. and ends on Tuesday, September 08, 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. September 02, 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 September 02, 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.	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 or joining virtual meeting & voting during the meeting. 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. 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

	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. 4. 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	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. 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. 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. 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 e-voting 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 members 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 Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN 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 user 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:
   i. 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.
   ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   iv. 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?

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

(ii) Select "EVEN" 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".

(iii) Now you are ready for e-Voting as the Voting page opens.

(iv) 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.

(v) Upon confirmation, the message "Vote cast successfully" will be displayed.

(vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for remote e-Voting during the AGM are as under:

(i) The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
(ii) Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-Voting system during the AGM.
(iii) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
(iv) The details of the person who may be contacted for any grievances connected with the facility for remote e-Voting during the AGM shall be the same person mentioned for remote e-Voting.

GENERAL GUIDELINES FOR SHAREHOLDERS

(i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmohitsinghal@gmail.com with a copy marked to evoting@nsdl.co.in. 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

(ii) 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.

(iii) 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 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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:

(i) 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 usha.nbfc@gmail.com.

(ii) 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 usha.nbfc@gmail.com. If you are an Individual shareholders 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.

(iii) 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.

(iv) 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/AGM ARE AS UNDER: -

(i) The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

(ii) Only those Members/ shareholders, who will be present in the EGM/AGM 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/AGM.

(iii) Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(iv) 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/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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 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. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at compliance@ushafinancial.com from 06th September, 2026 (9:00 a.m. IST) to 08th September, 2026 (5:00 p.m. IST).

   Only those Members who have registered themselves as a speaker on the aforesaid e-mail id will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Further, Members who wish to have their queries/ questions responded to during at the AGM are requested to send the queries/questions as mentioned above.

   Only those Members who are attending the AGM and have not cast their vote through remote e-voting (prior to AGM) and otherwise are not barred from doing so, shall be eligible to vote through electronic voting system during the AGM.

/CERTIFIED TRUE COPY /

FOR USHA FINANCIAL SERVICES LIMITED

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

Date: 12.08.2026
Place: Ghaziabad

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ("SECRETARIAL STANDARDS") AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

ITEM NO. 3:

TO APPROVE THE APPOINTMENT OF MR. SUDHANSHU SINGHAL (DIN: 08167554) AS INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Sudhanshu Singhal (DIN: 08167554), was appointed as an Additional Director (Non-Executive & Independent) on the board of the Company by the directors with effect from August 03, 2026 based on the recommendation of the Nomination & Remuneration Committee vide Circular Resolution passed on August 03, 2026.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sudhanshu Singhal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be regularized as an Independent Director for a term of two consecutive years.

A brief profile of Mr. Sudhanshu Singhal, including nature of his expertise, is provided as **Annexure I** of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for the regularization of Mr. Sudhanshu Singhal (DIN: 08167554) from Additional Director (Non-Executive & Independent) to Independent Director of the Company for a term of two consecutive years with effect from August 03, 2026.

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

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

None of the other Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Sudhanshu Singhal, are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH NUPUR NATURE RESORTS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27

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

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

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

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

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on August 12, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company. Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 4 as Ordinary Resolution.

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

S. No.	Particulars	
1.	Type, material terms and particulars of the proposed transaction(s)	Loans and advances (Inter-corporate loans); Tenure: Upto 24 months; Security: Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/ quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	**NUPUR NATURE RESORTS PRIVATE LIMITED**, A company having common promoter/ directors 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;	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;	ii. Not applicable in case of NBFCs
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	iii. Tenure: Upto 24 months; Security: Unsecured loan therefore, no security; Repayment Terms: Repayable on demand or monthly/ quarterly instalments; The rate of interest shall be as may be mutually agreed between the parties, subject to prevailing market conditions and in compliance with applicable laws and regulatory guidelines, including those prescribed by the Reserve Bank of India (RBI) for NBFCs; Other terms: As agreed upon by the Board or the committee thereof.
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	iv. For the business operations
7.	Justification as to why the RPT is in the interest of the listed entity;	The funds proposed to be extended shall be raised in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.

8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable as no valuation report has been obtained
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable as no valuation report has been obtained
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	-
11.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Directions of RBI, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

ITEM NO. 5:

CONSIDERATION AND APPROVAL FOR OFFER AND ISSUANCE OF NON-CONVERTIBLE DEBENTURES UPTO AN AGGREGATE AMOUNT OF RS. 200,00,00,000/-(RUPEES TWO HUNDRED CRORES ONLY):

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 is meeting held on August 12, 2026 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. 3 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. 200 Crores (Rupees Two 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**	Secured Redeemable NCDs for an amount not exceeding in aggregate Rs. 200 Crore (Rupees Two Hundred Crores Only) in one or more tranches either listed or unlisted 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.
ii.	**Kinds of securities offered and the price at which security is being offered**	Secured Redeemable NCDs shall be issued at face value of Rs. 1,00,000/- (Rupees One Lakh Only) each at par.
iii.	**Basis or justification for the price at which the offer or invitation is being made**	At par.
iv	**Name and address of the Valuer who performed Valuation**	M/S Anukampa Jain & Associates Located at A-8/4, Jhilmil Industrial Area, Delhi- 110095
v.	**Amount which the company intends to raise through such securities.**	Upto Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only)
vi.	**Proposed time Schedule of issue at this time**	Issue shall be opened in different tranches/ series as and when the Board of Directors deem fit.
vii	**Purpose and object of the offer**	The present issue of Debentures shall be made pursuant to applicable regulations to meet our requirements relating to working capital and general corporate purposes.

viii	**Principle term of assets charged as securities**	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. 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; The Company shall create the security over the Hypothecated Assets on or before the Deemed Date of Allotment in accordance with 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

The Board recommends the resolution for approval of the member as a Special Resolution as set out in the Item No. 5 of the Notice.

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. 6:

CONSIDERATION AND APPROVAL FOR THE INCREASE IN REMUNERATION OF MR. RAJESH GUPTA, CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, at its meeting held on May 21, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the revision in the remuneration of Mr. Rajesh Gupta (DIN: 01941985), Chairman cum Managing Director of the Company, subject to the approval of the Members of the Company.

Mr. Rajesh Gupta has been associated with the Company since its inception and has played a pivotal role in the growth and expansion of the Company's business. Under his leadership and strategic guidance, the Company has witnessed significant growth in its operations, financial performance, branch network, customer base and overall business development. Considering his rich experience, industry knowledge, leadership capabilities, increased roles and responsibilities and valuable contribution towards the sustained growth of the Company, the Nomination and Remuneration Committee and the Board of Directors considered it appropriate to revise his remuneration. At present, Mr. Rajesh Gupta is drawing remuneration of Rs.60,00,000/- (Rupees Sixty Lakhs Only) per annum. The Board has approved the revision in his remuneration to Rs.1,44,00,000/-(Rupees One Crore Forty-Four Lakhs Only) per annum, effective from the month of May 2026 as approved by the Board, subject to the approval of the Members.

Further, in order to provide operational flexibility and avoid seeking shareholders' approval for every revision in remuneration within the statutory limits, it is proposed to authorise the Board of Directors to determine, revise, enhance, restructure or vary the remuneration payable to Mr. Rajesh Gupta from time to time, based on the recommendation of the Nomination and Remuneration Committee, provided that the aggregate remuneration payable in any financial year shall not exceed Rs.3,00,00,000/- (Rupees Three Crore Only) per annum or the limits prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and other applicable provisions of the Act, as amended from time to time, whichever is lower.

The remuneration payable to Mr. Rajesh Gupta shall comprise basic salary, allowances, perquisites, commission, incentive, performance-linked pay and such other benefits as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, within the overall limits approved by the Members and in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The Board is of the opinion that the proposed revision in remuneration and the proposed overall remuneration ceiling is fair, reasonable and commensurate with the size and scale of the Company's operations, the responsibilities shouldered by Mr. Rajesh Gupta, the industry practices and the long-term interests of the Company and its shareholders. Accordingly, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, approval of the Members is sought for the Ordinary Resolution set out at Item No. 6 of the Notice.

Except Mr. Rajesh Gupta, and Mrs. Nupur Gupta (Non-Executive & Non-Independent Director), being his daughter, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO. 7:

CONSIDERATION AND APPROVAL FOR THE INCREASE IN REMUNERATION OF MRS. GEETA GOSWAMI, CEO& DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on May 21, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the revision in the remuneration of Mrs. Geeta Goswami (DIN: 07810522), CEO and Director of the Company, subject to the approval of the Members of the Company.

Mrs. Geeta Goswami has been associated with the Company in a key managerial and leadership role and has significantly contributed towards strengthening the operational framework, business expansion, strategic initiatives and overall management of the affairs of the Company. Considering her experience, expertise, increased responsibilities and valuable contribution to the growth and performance of the Company, the Nomination and Remuneration Committee and the Board of Directors considered it appropriate to revise her remuneration.

At present, Mrs. Geeta Goswami is drawing remuneration of Rs. 48,00,000/- (Rupees Forty-Eight Lakhs Only) per annum. The Board has approved the revision in her remuneration to Rs. 60,00,000/- (Rupees Sixty Lakhs Only) per annum, with effect from the month of May, 2026, subject to the approval of the Members.

Further, in order to provide operational flexibility and avoid seeking shareholders' approval for every revision in remuneration within the statutory limits, it is proposed to authorise the Board of Directors to determine, revise, enhance, restructure or vary the remuneration payable to Mrs. Geeta Goswami from time to time, based on the recommendation of the Nomination and Remuneration Committee, provided that the aggregate remuneration payable in any financial year shall not exceed Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum or the limits prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and other applicable provisions of the Act, as amended from time to time, whichever is lower.

The remuneration payable to Mrs. Geeta Goswami shall comprise basic salary, allowances, perquisites, commission, incentive, performance-linked pay and such other benefits as may be determined by the Board of Directors from time to time, based on the recommendation of the Nomination and Remuneration Committee, within the overall limits approved by the Members and in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The Board is of the opinion that the proposed revision in remuneration and the proposed overall remuneration ceiling are fair, reasonable and commensurate with the size and scale of the Company's operations, the responsibilities entrusted to Mrs. Geeta Goswami, prevailing industry practices and the long-term interests of the Company and its shareholders.

Accordingly, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, approval of the Members is sought for the Ordinary Resolution set out at Item No. 7 of the Notice.

Except Mrs. Geeta Goswami, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

/CERTIFIED TRUE COPY /

FOR USHA FINANCIAL SERVICES LIMITED

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

Date: 12.08.2026
Place: Ghaziabad

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTOR AND INDEPENDENT DIRECTOR TO BE REAPPOINTED AND APPOINTED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS FOR GENERAL MEETINGS (SS-2)

As required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 the particulars of Directors who are proposed to be reappointed at the forthcoming Annual General Meeting are as follows:

S.no	Particulars	Details	Details
1.	Name of the Director	**Mrs. Nupur Gupta**	**Mr. Sudhanshu Singhal**
2.	DIN	09305281	08167554
3.	Date of Birth	17/08/1998	02/02/1984
4.	Expertise in Specific Functional area/ Experience	**Experience:** She has around 6 years of experience in the areas of finance and internal audit. **Professional Expertise:** Her experience in finance and internal audit supports effective financial oversight and governance functions of the Company	Extensive experience in Corporate Governance, Corporate Secretarial & Regulatory Compliance, Corporate Advisory Services, FEMA & RBI Regulations, Intellectual Property Rights (IPR), Incorporation of Companies & Foreign Equity Infusion, Government Approvals & Regulatory Matters, Loan Approval Advisory, and Board Governance. A Fellow Practicing Company Secretary with significant experience in advising companies on statutory compliances, governance frameworks, and regulatory matters.
5.	In case of independent directors, skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Mr. Sudhanshu Singhal possesses the skills and capabilities required for the role of an Independent Director, including expertise in corporate governance, regulatory compliance, corporate laws, secretarial practices, risk management, and strategic advisory. Being a Fellow Practicing Company Secretary with extensive experience in advising corporates on governance, FEMA and RBI regulations, intellectual property rights, corporate restructuring, and regulatory approvals, he has the ability to provide objective and independent judgement on Board matters. His professional experience, integrity, and sound understanding of statutory and regulatory frameworks enable him to effectively contribute to policy formulation, compliance oversight, stakeholder protection, and the promotion of high standards of corporate governance. Accordingly, the Board is of the opinion that he fulfils the skills, expertise, experience, and capabilities required to discharge the duties and responsibilities of an Independent Director.
6.	Qualification	Bachelor's degree in Business Administration	Fellow Company Secretary (FCS), Institute of Company Secretaries of India (ICSI) Post Graduate Diploma in Management (Finance) (PGDM – Finance)
7.	Terms and Conditions of appointment	As mutually decided between the Management and the Mrs. Nupur Gupta	As mutually decided between the Management and the Mr. Sudhanshu Singhal
8.	Number of Meetings of the Board attended during the year	4 (Four)	-

9.	Date of Appointment	07.09.2022	03.08.2026
10.	Date of First appointment on the Board	10.08.2022	03.08.2026
11.	Directorship of other Listed Companies as of Date Chairman/Member of Committees (including Audit Committee and Stakeholder Relationship Committee) of other Companies	Promoter& Director of **Nupur Recyclers Limited** and also a member of Nomination & Remuneration Committee of the said company	Independent Director of the following listed companies: Gourmet Gateway India Limited Parasrampuria Synthetics Limited Aspire & Innovative Advertising Limited
12.	Number of shares held in the Company	2,63,300	NIL
13.	Remuneration sought to be paid	NA	NA
14.	Remuneration last drawn	NA	NA
15.	Relationship with other Directors, Manger and other Key Managerial personnel of the Company	Daughter of Mr. Rajesh Gupta, Chairman cum Managing Director of the Company	No Relationship