

September 05, 2025

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

**Subject: Submission of Annual Report of the Company for Financial Year 2024-2025**

**Ref.: Regulation 34(1) 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,

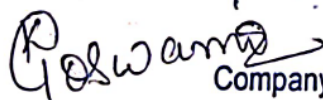
Pursuant to the provisions of Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("SEBI Listing Regulations"), we hereby submit the Annual Report for the financial year 2024-25 along with the Notice convening the 29<sup>th</sup> Annual General Meeting.

The Annual Report for the financial year 2024-25 is also available on the Company's website at [www.ushafinancial.com](http://www.ushafinancial.com).

Kindly, take the above submissions on your record.

Thanking you,  
Yours Faithfully,

For USHA FINANCIAL SERVICES LIMITED



Company Secretary

Kritika

(Company Secretary and Compliance Officer)

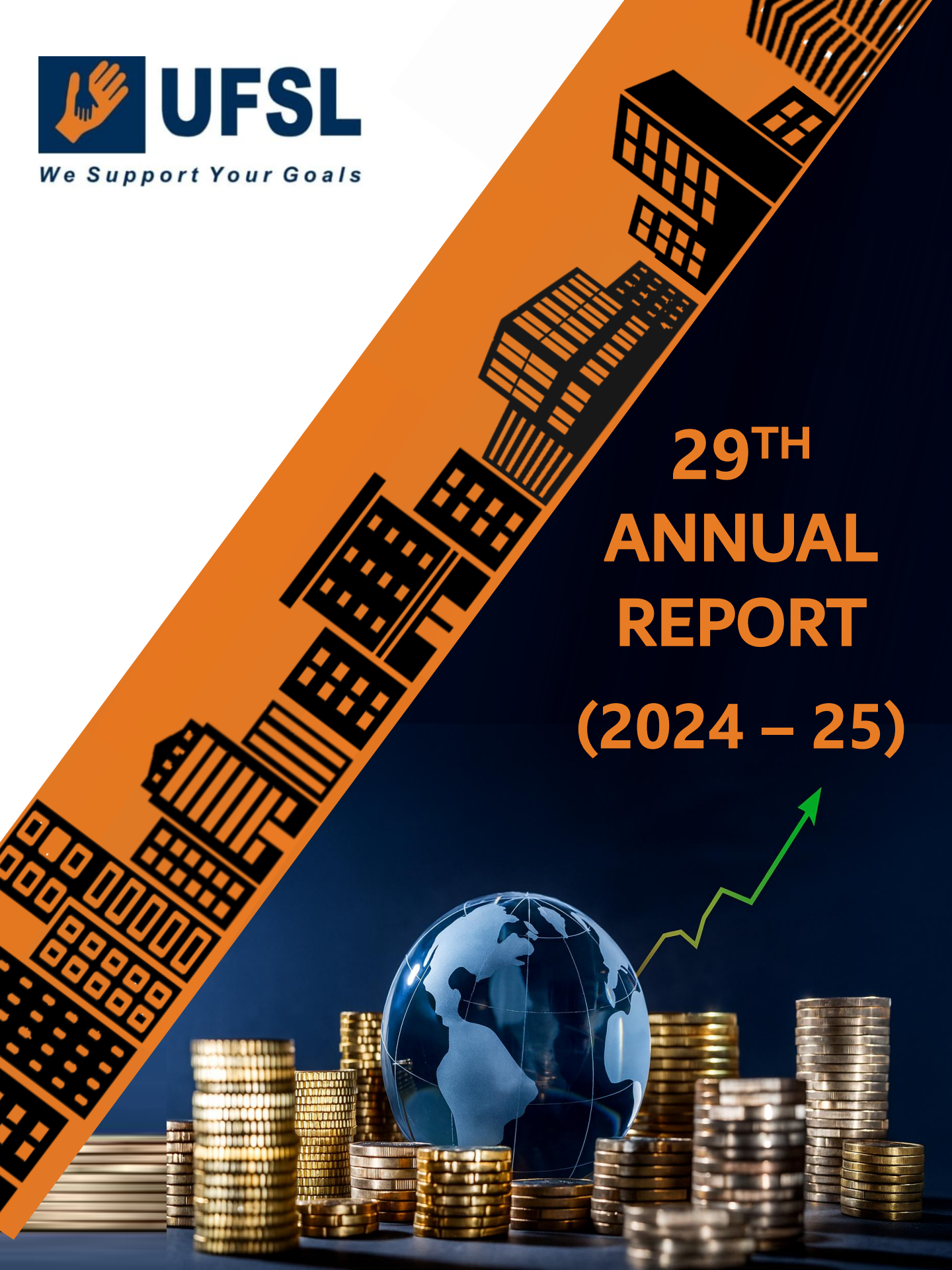
Membership No. A65161



# UFSL

*We Support Your Goals*

## 29<sup>TH</sup> ANNUAL REPORT (2024 – 25)



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## MANAGING DIRECTOR'S MESSAGE

**Dear Shareholders,**

It is my privilege to present the Annual Report of your company USHA FINANCIAL SERVICES LIMITED (UFSL) for the financial year **2024-25**—a year that reflects our resilience, disciplined growth and unwavering commitment to financial inclusion.

During the year, the company has shown a strong performance in this challenging environment. We navigated through a phase of deteriorating asset quality in parts of the industry, marked by rising competitive pressures and evolving borrower profiles. Despite these headwinds, the robust growth made by your company can be highlighted with the following:



- **Assets Under Management (AUM)** of the company expanded to ₹ 410.70 crore, recording a 33.80% year-on-year increase.
- **Total disbursements** by the company crossed ₹ 470 crore, reflecting strong demand across MSMEs, NBFC-on-lending, and other segments.
- **Net worth** of the company almost doubled down to ₹ 211.15 crore, further strengthening our balance sheet.
- **Capital to Risk-Weighted Assets Ratio (CRAR)** improved to 49.78%, significantly above the regulatory requirement, ensuring financial strength for future expansion.

In Financial Year 2024-25, we deepened our presence in underserved regions and expanded our portfolio in priority segments, including micro-entrepreneurs, small businesses, and emerging areas such as electric vehicle financing through on-lending to NBFCs and our own branches. We remained committed to supporting women entrepreneurs and first-time borrowers, aligning with our mission of driving inclusive growth.

We reinforced our governance framework, enhanced credit monitoring mechanisms, and adopted sharper risk controls to address challenges arising from changing asset quality trends. Our strong capital position and diversified funding sources continue to provide stability in a competitive market.

As we enter FY 2025-26, our priorities are clear:

- Consolidate growth in high-potential semi-urban and rural markets
- Strengthen underwriting and recovery processes to safeguard asset quality
- Maintain a robust capital base to fund sustainable expansion
- Innovate products tailored to evolving customer needs

I extend my sincere gratitude to our employees for their dedication, to our customers for their trust, and to our lenders, partners, and shareholders for their continuous support. Together, we will navigate challenges, seize opportunities, and build a stronger UFSL for the future.

Warm regards,

**MR. RAJESH GUPTA**

MANAGING DIRECTOR

USHA FINANCIAL SERVICES LIMITED

## BOARD OF DIRECTORS

### MR. RAJESH GUPTA, MANAGING DIRECTOR

Mr. Rajesh Gupta is the Managing Director of the Company. He is a B. Com (Hons) graduate from Delhi University. He has over 35 years of all-encompassing experience in Financial Market & Metal Recycling. His expertise and extensive knowledge always helped organization to build new growth horizons. His vision has enhanced the diverse services provided by the company and enriched our clientele. His role of a Managing Director (MD) is pivotal to the success and growth of an organization. He possesses Visionary thinking with the capacity to set clear & strategic goals. He has an impeccable financial acumen.



### MRS. GEETA GOSWAMI, CEO & DIRECTOR

Mrs. Geeta Goswami is the Executive Director and CEO of the Company. She is a member of Institute of Companies Secretaries of India. She has degree of LAW. She is post graduate and is MBA Finance from Faculty of management Studies, University of Delhi. She has completed her one-year Leadership programme from IIM Calcutta. She has over 16 years of experience in financial market, and has in the past held works with various Financial Institutions like, Escorts Finance Limited and CSL Finance. She is from the founding team of the Company.

### MR. ANOOP GARG , EXECUTIVE DIRECTOR

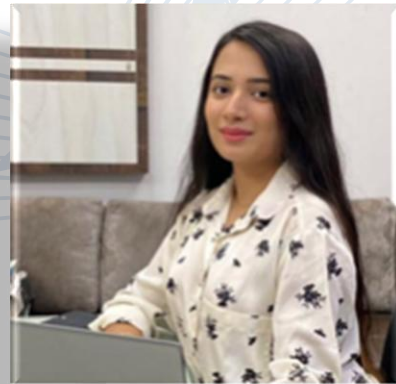
Mr. Anoop Garg is Director of the company. He has an experience of over 28 years in various capacities and domains. He has been institutional in the growth story of the company. He is B.Com (Hons) from Delhi University. His experience in various domains has crossed the span of 29 years. The ingenious knowledge and extraordinary proficiency of Mr. Garg has enriched the company profile to a great extent.



## BOARD OF DIRECTORS

### MRS. NUPUR GUPTA, NON-EXECUTIVE DIRECTOR

Ms. Nupur Gupta is a Non- executive Director of the Company. She has a bachelor's degree in business administration. She has also completed Harvard Business School Entrepreneurship course and She has Completed her Family Business Course from Indian School of Business (ISB). Her business and management talents are wide and active. She has around 5 years of experience in company management.



### MR. PANKAJ JAIN, INDEPENDENT DIRECTOR

Mr. Pankaj Jain is an accomplished CMA, CS, AMT, Certified Independent Director and Alumnus of IIM, Calcutta with vibrant spirit of entrepreneurship, having over 33 years of diversified experience across wide spectrum of industries while working at India and overseas with proven track record of turning around the financial position of several companies through dynamic initiatives and helping them to achieve exponential growth even in challenging times.



### MRS. NIMISHA JAIN, INDEPENDENT DIRECTOR

Mrs. Nimisha Jain is a highly focused and versatile Company Secretary having working experience with Womancart, TCS and HCL. Recently, she worked with Womancart for ensuring compliance with all statutory and regulatory requirements. Also, managed and facilitated Board and valuable insight to the management on corporate governance. She has the ability to visualize, articulate and solve both complex and uncomplicated problems and concepts, and make logical decision based on the available information.





## KEY MANAGERIAL PERSONNEL



### **MR. PRASHANT RAGHUWANSHI, CHIEF FINANCIAL OFFICER**

Mr. Prashant Raghuwanshi is the Chief Financial Officer of the company. He is a Chartered Accountant with 7 years of experience in Finance, Accounting, Auditing, and Taxation. He leads fundraising from various lenders and actively manages the relationship with the lenders and rating agency. He is handling Finance, Treasury, and RBI compliance part of the company.

### **MS. KRITIKA GOSWAMI, CS & COMPLIANCE OFFICER**

Ms. Kritika is the Company Secretary cum Compliance Officer of the company. She is an Associate Member of Institute of Company Secretaries of India. She is also pursuing LLB. She is having experience of almost 5 years in ensuring compliances with various secretarial norms, corporate governance norms, FDI norms, Secretarial audit etc. She is responsible for handling all the statutory compliances of the company including all RBI compliances and intimations to RBI and/or Stock Exchange.





## KEY EVENTS AND MILESTONES

2025

Shifted to our own Corporate Office and expanded presence by opening several new branches in Uttar Pradesh, strengthening our regional footprint and enhancing accessibility for customers.

2024

Listed on Emerge platform of NSE and achieved Net Owned Funds (NOF) of ₹200 Crores, significantly boosting investor confidence and widening our visibility in the capital markets.

2023

Achieved NOF of ₹100 Crores and Assets Under Management (AUM) of ₹300 Crores, marking a substantial scale-up in operations and demonstrating strong business momentum.

2022

Alteration of the Name Clause of the MOA. The company transitioned from a Private Limited Company to a Public Company, paving the way for broader growth opportunities and regulatory recognition.

2018

AUM crossed ₹50 Crores, reflecting steady growth and increasing trust among customers and stakeholders.

2015

Acquisition of majority shareholding by Mr. Rajesh Gupta and Mr. Anoop Garg, ushering in a new phase of leadership and strategic direction for the company.

1995

Incorporation of the company, laying the foundation for its journey in the financial services sector with a vision to deliver trust-driven solutions

## PRODUCTS

### LOANS TO OTHER NBFCs AND CORPORATES

The company extends funding support to other NBFCs, enabling them to strengthen their liquidity position, cater to their onward lending programs and assistance financial stability. In addition, credit facilities are provided to corporates for business expansion for fostering overall economic growth.

### GREEN AND ELECTRIC VEHICLE FINANCING

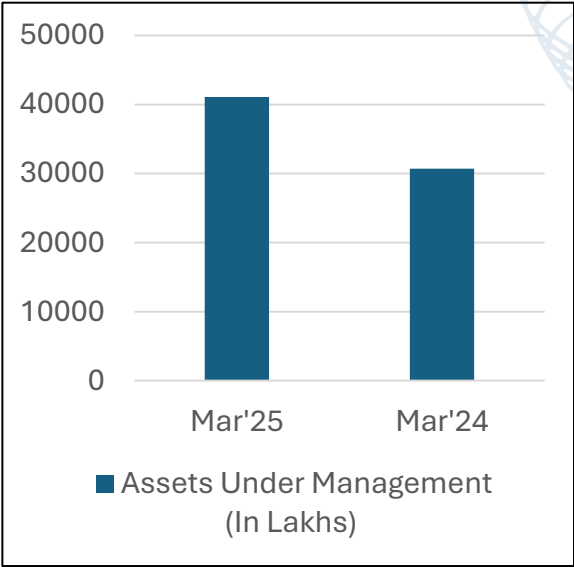
By supporting green mobility and clean energy solutions, the company aims to reduce carbon emissions, promote sustainability, and align with global initiatives for climate change mitigation.

### MSMEs, FOCUSNG ON SMALL ENTREPRENEURS

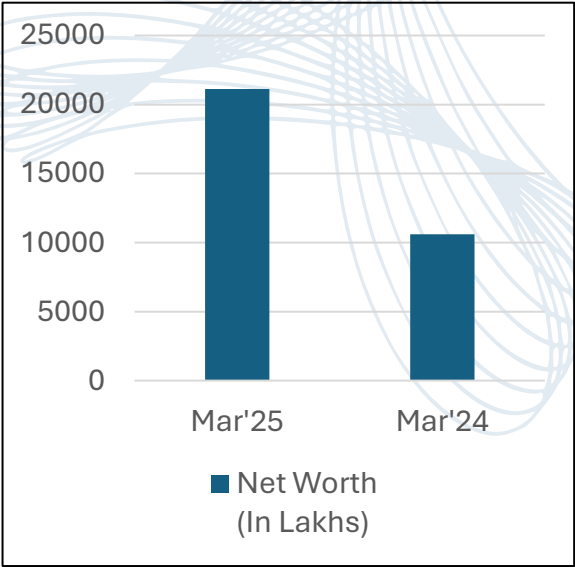
The company provides customized credit solutions to micro, small, and medium enterprises. Financial support is designed to help entrepreneurs meet their working capital requirements and expand production capacity. Special schemes are offered for women-led enterprises, encouraging inclusivity and empowerment.

# FINANCIAL PERFORMANCE

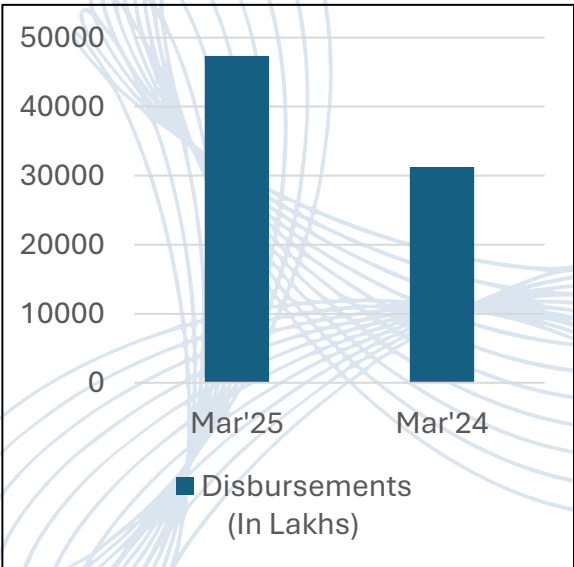
ASSETS UNDER MANAGEMENT



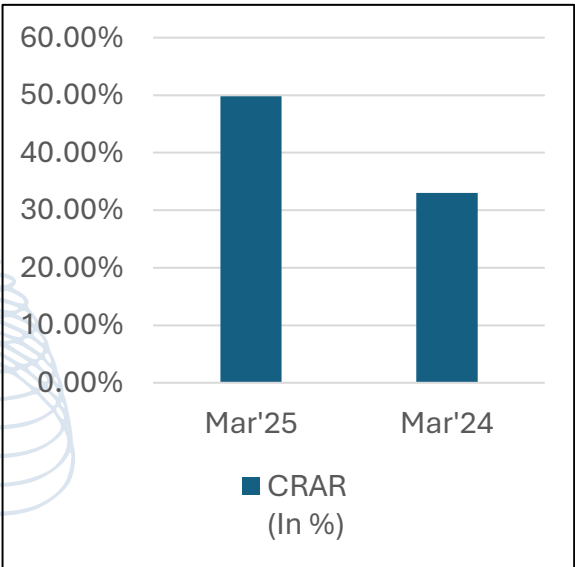
NET WORTH



DISBURSEMENTS



CRAR





## VISION



To be the market leader and able to empower our customers and businesses to achieve their financial goals through innovative, accessible and customer centric solutions. We also embark upon providing services to unserved sections through financial alliances

## MISSION

To provide innovative, reliable, and accessible financial solutions that empower individuals and businesses to achieve their financial aspirations, while maintaining the highest standards of integrity, customer service, and social responsibility.



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Rajesh Gupta	Managing Director
Mrs. Geeta Goswami	CEO and Director
Mr. Anoop Garg	Executive Director
Mrs. Nupur Gupta	Non-Executive Director
Mr. Pankaj Jain	Independent Director
Mrs. Nimisha Jain	Independent Director

### KEY MANAGERIAL PERSONNEL

Mr. Prashant Raghuwanshi	Chief Financial Officer
Ms. Kritika Goswami	Company Secretary and Compliance Officer

### AUDIT COMMITTEE

Mr. Pankaj Jain	Chairman
Mrs. Nimisha Jain	Member
Mr. Rajesh Gupta	Member

### RISK MANAGEMENT COMMITTEE

Mrs. Geeta Goswami	Chairperson
Mr. Rajesh Gupta	Member
Mrs. Nimisha Jain	Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mrs. Nimisha Jain	Chairperson
Mr. Pankaj Jain	Member
Mr. Rajesh Gupta	Member

### NOMINATION AND RENUMERATION COMMITTEE

Mrs. Nimisha Jain	Chairperson
Mr. Pankaj Jain	Member
Mrs. Nupur Gupta	Member

### OFFICE ADDRESSES

#### REGISTERED OFFICE

Plot No. 72, First Floor, Functional Industrial Estate, Patparganj, Delhi- 110092

Email: [usha.nbfc@gmail.com](mailto:usha.nbfc@gmail.com)

Contact No.: 8076377610

#### CORPORATE OFFICE

3rd Floor Plot No 40, Near Wave Cinema, Kaushambi, Ghaziabad, Uttar Pradesh, India, 201012

Email: [usha.nbfc@gmail.com](mailto:usha.nbfc@gmail.com)

Contact No.: 012-04320775

### **BANKERS**

ICICI Bank  **ICICI Bank**

STATE BANK OF INDIA  **SBI**

HDFC BANK  **HDFC BANK**

### **SECRETARIAL AUDITORS**

M/S PRIYA BINANI & ASSOCIATES,  
COMPANY SECRETARIES  
Address: Office No. G-1, S-521 & S-522, School Block Shakarpur,  
Near Laxmi Nagar Metro Station, Delhi 110092

### **STATUTORY AUDITORS**

M/s. Rajeev Shagun Gupta & Co., Chartered Accountants  
Firm Registration No.: 018530N  
Address: SS-28, IIInd Floor Aditya Mega Mall  
Central Business District Karkarduma,  
Shahdara Delhi- 110032

### **REGISTRAR & SHARE TRANSFER AGENT**

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED  
Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020  
Email: [compliance@skylinerta.com](mailto:compliance@skylinerta.com)  
Contact No.: +91-11-40450193-97



## **DIRECTORS' REPORT**

To  
The Members,  
**USHA FINANCIAL SERVICES LIMITED**

Your Directors are pleased to present the **29<sup>th</sup> Annual Report** together with the Audited Financial Statements for the Financial Year ended on **31<sup>st</sup> March, 2025**.

### **PREAMBLE**

Your company was incorporated as a Private Limited Company under the Companies Act, 1956 in the name and style of "Usha Financial Services Private Limited" bearing Certificate of Incorporation Number (CIN) U74899DL1995PTC068604 issued by the Registrar of Companies, Delhi dated May 16, 1995. Further, the Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra-Ordinary General Meeting held on June 03, 2022, and the name of the Company changed from "Usha Financial Services Private Limited" to "Usha Financial Services Limited" & Registrar of Companies, Delhi issued a new certificate of incorporation consequent upon conversion dated October 12, 2022 with updated CIN i.e. U74899DL1995PLC068604.

Further, your company got listed on the Emerge platform of the National Stock Exchange of India Limited (NSE) vide listing approval letter dated 31st October, 2024. Consequently, the CIN of the company further amended to L74899DL1995PLC068604.

The Annual Report for 2024-25 covers information on Usha Financial Services Limited's business segments, along with our associated activities that enable short, medium and long-term value creation.

### **VISION**

To be the market leader and able to empower our customers and businesses to achieve their financial goals through innovative, accessible and customer centric solutions. We also embark upon providing services to unserved sections through financial alliances.

### **MISSION**

To provide innovative, reliable, and accessible financial solutions that empowers individuals and Businesses to achieve their financial aspirations, while maintaining the highest standards of integrity, customer service, and social responsibility.

### **MOTO**

#### **"WE SUPPORT YOUR GOALS"**

Since Inception of this Company, we've been driven by one single, purposeful GOAL- INVESTING IN THE SMALLEST DREAMS.

### **REPORTING PERIOD**

The period under report comprises of the period starting from 1st April 2024 to 31st March, 2025 (inclusive of both the dates)

### **FINANCIAL RESULTS**

The Financial performance of your Company for the Financial Year ended on 31st March, 2025 and the corresponding figures for the last year is summarized below:

(Amount in Lakhs)

Particulars	Year Ended 31.03.2025	Year ended 31.03.2024
Revenue From Operations	5,963.44	6,322.20
Other Income	98.90	73.85
Less: Total Expenditure	4245.34	4691.65
Profit Before Tax	1817.00	1704.40
Less: Provision for Taxation (including Current Tax, Deferred Tax & Income Tax of earlier years)	436.89	425.49
Profit After Tax	1380.11	1278.91
Provision for transfer to Statutory Reserve Fund (RBI Norms)	276.02	255.78
Balance carried to Balance Sheet	1104.09	1023.13

### TRANSFER TO RESERVES

The balance of profit & loss account is Rs. 4,881.78 lakhs as at 31st March, 2025 which was increased by Rs. 1104.09 lakhs as compared to the previous financial year.

The balance of Securities Premium Account is Rs. 12,810.12 lakhs as on 31<sup>st</sup> March 2025 which was increased by Rs. 8017.1 lakhs as compared to the previous financial year.

The aggregate amount of Rs. 18,941.33 lakhs were carried forward to the Balance Sheet.

### STATUTORY RESERVE FUND

During the year, the Company has transferred Rs. 276.02 lakhs being 20% of Net Profits to the Statutory Reserve in accordance with the provisions of Section 45-IC of Reserve Bank of India Act, 1934.

### PROVISION FOR STANDARD ASSETS

The Company has transferred ₹22.47 lakhs to the provision for standard assets during the year. With this transfer, closing balance of provision for standard assets stands at ₹96.46 lakhs, which is in line with regulatory requirement of 0.25% of standard assets.

### CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of the business of the Company during the financial year ended March 31, 2025.

### STATE OF AFFAIRS AND PERFORMANCE REVIEW OF THE COMPANY

The Company is carrying out the business as non-deposit taking Non-Banking Finance Company for which the Certificate of Registration (RBI B-14.02818 dated 04.01.2003) has been obtained from Reserve Bank of India, New Delhi.

- Gross revenue from operations of the Company is Rs. 5,963.44 Lakhs in FY 2024-25.
- Total Loans and Advances stood at Rs. 41,070.17 Lakhs as on March 31, 2025, reflecting growth of 33.80% as compared to the previous financial year.
- Net Worth stood at Rs. 21,115.09 as on March 31, 2025 showing increase of 99.15% as compared to the previous financial year.
- Capital Adequacy Ratio (CRAR) increased by 50.72%.

- Total Loans disbursed in FY 2024-25 was Rs.47,352.02 lakhs as compared to Rs 31,255.43 lakhs in FY 2023-24 i.e. increase by 51.50%.
- Company's Leverage Ratio stands at 0.87 times (against 7 times prescribed by RBI).
- The Company's operations are spread across 20 states.
- The company has over 13,000 borrowers out of which 80% are women borrowers

### MAJOR EVENTS DURING THE YEAR

- The Company has issued and allotted 52,92,541 Equity shares as Bonus shares. The Board of Directors of the Company approved the issue in the Board meeting dated 01st June, 2024 and the same had been approved by the members of the Company in the Extra-ordinary General Meeting held on 03rd June, 2024. The allotment has been further approved by the Board of Directors in their meeting held on 12th June, 2024.
- Adoption of a new set of Article of Association of the Company had been approved in the Board meeting of the Company held on 02nd July, 2024 and was also approved by the members of the company in Extra Ordinary General Meeting held on 04th July, 2024.
- The Independent Directors were appointed w.e.f. 10th June, 2024. Thereafter, approval for constitution of the following committees was obtained by the board of directors in the Board meeting dated 02nd July, 2024:
  - Stakeholder Relationship Committee
  - Initial Public Offering Committee
- Further, the re-constitution of the following committees was also approved by the Board of Directors of the Company

in the meeting held on 02nd July, 2024:

- Audit Committee
- Nomination and Remuneration Committee
- Risk Management Committee

- The Board of Directors also approved the new logo of the company with tag line "We Support Your Goals" in the Board meeting of the Company held on 02nd July, 2024. Details of the change in logo are as follows:

LOGO	DESCRIPTION
	<b>"USHA FINANCIAL"</b> with our tag line <b>"We Support Your Goals"</b>
	<b>"UFSL"</b> with our tag line <b>"We Support Your Goals"</b>

- The Board of Directors of the Company approved the authority to Mr. Rajesh Gupta, Managing Director and/or Mrs. Geeta Goswami, Chief Executive Officer and Director for establishment of Branch Offices of the Company at such location or at such place, wherever deemed necessary for carrying out its business activities vide resolution passed by circulation dated 07th January, 2025.

During the year under review, the company has established a branch at Bhimpur, Dibai-Doraha, Bulandshahr- 203393.

- The company has established its Corporate Office at 3rd Floor, Plot No. 40, Near Wave Cinema, Kaushambi, Ghaziabad, Uttar Pradesh- 201012 and the same was approved by the board of directors vide circular resolution dated 12.02.2025.



- The Registered office of the Company shifted from 330, Mezanine Floor Functional Industrial Estate, East Delhi, Patparganj, Delhi, India, 110092 to Plot No. 73, First Floor, Patparganj, Industrial Area, Delhi- 110092 with effect from 07th March, 2025 with in local limit of Delhi and the same was approved by the Board Members vide Circular resolution dated 17th March, 2025 passed to notify the said change to the Registrar of Companies. The change was notified to ROC within prescribed timeline from the effective date as required.
- The Company has constituted the IPO Committee for the guidance and assistance of the Committee members in the process of public offering of the Company. As the designated objectives were achieved, the Board of directors approved the dissolution in the Board Meeting held on 25th March, 2025.
- The Board of Directors of the Company at their Board meeting held on 26th March, 2025, approved the introduction of two new secured products i.e. Loan against Property (LAP) and Project Inventory Funding for further addition in the business activity of the Company.
- However, some changes made in the Board of directors or key managerial personnel (KMPs) of the company are provided under the respective heading.

### **INITIAL PUBLIC OFFERING (IPO) AND THE LISTING OF COMPANY**

- The Company's journey to become a publicly listed entity began with the Board approval for the Initial Public Offering of the Company in the Board meeting held on 02nd July, 2024 for fresh issue of equity shares at a price band of

Rs. 160-168/- per share and the same is approved by the members of Company in the Extra Ordinary General Meeting of the Company held on 04th July, 2024.

- This offer comprised a fresh issue of 58,60,000 Equity Shares, out of which 3,20,800 equity shares were reserved for subscription by Market Makers to the issue ("Market Maker Reservation Portion"). The remaining 55,39,200 equity shares constituted the Net Issue were offered to the public.
- The Draft Red Herring Prospectus (DRHP) was approved by the Board of Directors in their Meeting held on 11th July, 2024 and thereafter filed before the Stock Exchange on Emerge platform of National Stock Exchange of India (NSE) for its comments and/ or changes required. Some queries and/ or requirements were received from the Stock Exchange and the Company diligently responded to all queries and/ or requirements to the Exchange along with all the necessary supporting documents. Upon being found the DRHP in order, the Exchange provided the In-principle approval for the proposed public issue of equity shares of the company vide letter dated October 04, 2024 subject to the filing of final prospectus to the Exchange.
- Further, the Red Herring Prospectus (RHP) is approved by the members of Board of Directors in their Meeting held on 14th October, 2024 and same is filed before the stock exchange for its approval. No further query or clarification received from the exchange on the filed RHP.
- The issue was opened on 23rd October, 2024 for the Anchor Investors only.

It remained open for another three days i.e. from 24th October, 2024 to 28th October, 2024 (excluding Sunday) for general public. Thereafter the allotment was made to the respective applicants after obtaining approval from the Board of Directors in their meeting held on 29th October, 2024.

- After completion of all the requirements, the company has obtained the listing

approval from the Exchange vide approval letter dated 30th October, 2024 for listing of equity shares of the company on the EMERGE SME platform of the Exchange.

- The Listing ceremony happened on 31st October, 2024 at 10:00 A.M marking the Company's successful transition to a publicly traded entity.

### UTILIZATION OF PROCEEDS OF IPO

During the year under review the Company came up with an Initial Public Issue of 58,60,000 equity and raised ₹ 9844.80 Lakhs. Till the closure of the financial year, the proceeds of said issue have been utilized by the Company as under:

Sr. No.	Object as disclosed in the Offer Document	Amount disclosed in the Offer Document (In Rs. Lakhs)	Actual Utilized Amount till 31.03.2025 (In Rs. Lakhs)	Unutilized Amount as on 31.03.2025 (In Rs. Lakhs)
1	Funding Working Capital Requirements	7000.00	7000.00	0.00
2	General Corporate Purpose (GCP)#	2000.00	2000.00	0.00
3	Issue Related Expenses	844.80	712.45	132.35

- The above-mentioned utilization was also certified by the auditors of the company pursuant to Regulation 262 of SEBI (ICDR) Regulations, 2018 and NSE Circular No. NSE/CML/2024/23 dated September 05, 2024 and filed with the Stock Exchange along with the financial results of the company for the financial year ending 31st March, 2025

### MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT

The following changes have occurred between the end of the financial year to which the financial statements relate and the date of this Report but their impact on financial position of the company is not determinable:

- The Board of Directors of the Company at their meeting held on 10th June, 2025, based on the recommendation of Nomination and Remuneration Committee, has approved the following increase in the remuneration of KMPs:
  - Remuneration of Mr. Rajesh Gupta, Managing Director of the Company increased from Rs. 48,00,000/- (Rupees Forty-Eight Lakhs Only) per annum to Rs. 60,00,000/- (Rupees Sixty Lakhs Only) per annum;

- Remuneration of Mrs. Geeta Goswami, CEO and Director of the Company increased from Rs. 36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum to Rs. 48,00,000/- (Rupees Forty-Eight Lakhs Only) per annum;
- Remuneration of Ms. Kritika Goswami, Company Secretary and Compliance Officer of the Company increased from Rs. 6,60,000/- (Rupees Six Lakhs Sixty Thousand Only) per annum to Rs. 9,00,000/- (Rupees Nine Lakhs Only) per annum;
- Remuneration of Mr. Prashant Raghuwanshi, Chief Financial Officer of the Company increased from Rs. 14,40,000/- (Rupees Fourteen Lakhs Forty Thousand Only) per annum to Rs. 19,80,000/- (Rupees Nineteen Lakhs Eighty Thousand Only) per annum.

- The approval of the Board of Directors and the members of the Company was obtained in the meetings held on 07th July, 2025 and 06th August, 2025 respectively for increase in the Authorized Share Capital of the company from existing capital of Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) divided into 2,60,00,000 (Two Crore and Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 44,00,00,000/- (Rupees Forty-Four Crores Only) divided into 4,40,00,000/- (Four Crores Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respects with the existing equity shares of the company.

Consequently, Clause V (Capital Clause) of the MOA of the Company was substituted with the new clause and the company has adopted the amended

Memorandum of Association (MOA) with new clause after obtaining approval of the board of directors and the member in their meetings as mentioned above.

- The Company has issued and allotted 2,17,37,631 Equity shares as Bonus shares. The said issue was approved by the Board of Directors of the Company in the Board meeting dated 07th July, 2025. Thereafter, necessary documents were filed to Stock Exchange on 11th July, 2025 for obtaining the in-principle approval for the said bonus issue. The issue was also approved by the members of the Company in the Extraordinary General Meeting held on 06th August, 2025. Subsequently, the remaining documents were filed to the Exchange and the in-principle approval was obtained vide letter dated 12<sup>th</sup> August, 2025.

Further, the shares were allotted to all the members existing on the record date i.e. 19th August, 2025 after obtaining approval of the Board of Directors in the meeting held on 20<sup>th</sup> August, 2025.

- The approval of the Board of Directors and the members of the Company was obtained in the meetings held on 07th July, 2025 and 06th August, 2025 respectively for the limit for offer and Issuance of Non-Convertible Debentures upto an aggregate amount of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) and the same is approved in the Extra Ordinary General Meeting of the members of the Company held on 06th August, 2025.

- In accordance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the



approval of the Board of Directors and the Audit Committee was obtained for the material related party transactions estimated to be entered into during the financial year 2025-26 between the company and following related parties having common promoters:-

- Uninav Developers Private Limited
- Nupur Infratech Private Limited
- Nupur Recyclers Limited
- Nupur Hospitality Private Limited

- Further, appointment of Internal Auditors was also recommended by the Audit Committee and approved by the Board of Directors in their respective meetings held on 07th July, 2025 to conduct the Internal Audit for the financial

year 2025-26. The details are provided under the respective head.

### DEPOSITS

Being a non-deposit taking Non-Banking Financial Company, your Company has not accepted any deposit from the public within the meaning of the provisions of the Master Direction -Non-Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions, 2016, and provisions of the Companies Act, 2013, and shall not accept any deposit from the public without obtaining prior approval of the RBI. Therefore, disclosure required in terms of deposits accepted under Chapter V of the Companies Act, 2013, is not applicable.

### THE BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED DURING THE YEAR

As on 31.03.2025, the composition of the Board of Directors and KMPs is as follows:

S. No.	Name	Designation	Date of Appointment	Number of committees in which	
				Director/ KMP is a member	Director/ KMP is Chairperson
1.	Mr. Rajesh Gupta	Managing Director	18.03.2015	3	1
2.	Mr. Anoop Garg	Executive Director	15.06.2015	-	-
3.	Mrs. Geeta Goswami	Executive Director	03.05.2017	1	1
4.	Mrs. Nupur Gupta	Non-Executive Director	10.08.2022	2	-
5.	Mr. Pankaj Jain	Independent Director	10.06.2024	2	1
6.	Mrs. Nimisha Jain	Independent Director	10.06.2024	2	2
7.	Ms. Kritika	Company Secretary	03.02.2024	1	-
8.	Mr. Prashant Raghuwanshi	Chief Financial Officer	01.06.2024	1	-
9.	Mrs. Geeta Goswami	Chief Executive Officer	12.06.2024	1	1

The following changes have taken place in the composition of the Board of Directors and KMP during the financial year 2024-25:

- Mr. Prashant Raghuwanshi having PAN: BNNPR9777C was appointed as the Chief Financial Officer of the Company by the Board of Directors in the Board Meeting held on 01st June, 2024 with immediate effect.

- The Board of Directors, in the Board Meeting held on 01st June, 2024, has approved the change in designation of Ms. Kritika having Membership No. A65161 from Company Secretary to Company Secretary Cum Compliance Officer of the Company.
- Mrs. Nimisha Jain having DIN: 10651632 and Mr. Pankaj Jain having DIN: 00257801 were appointed as Independent Directors vide Ordinary resolution passed in the Extra Ordinary General Meeting of the members of the Company held on 10th June, 2024.
- Mrs. Geeta Goswami, Director of the Company having DIN: 07810522 and PAN: AQPPG3808B was appointed as Chief Executive Officer of the Company vide Board meeting dated 12.06.2024.

In opinion of the Board of Directors, the Independent Directors appointed are the person of integrity, expertise and experience (including the proficiency) and fulfils requisite conditions as per applicable laws and are independent of the management of the Company.

Further, all the Directors of the Company have confirmed that they are not disqualified to act as Director in terms of Section 164 of the Companies Act, 2013.

One change also occurred after the closure of the financial year till the date of this report. The details of such change is as follows:

- The Board of Director of the Company at their meeting held on 07th July, 2025, based on the recommendation of Nomination and Remuneration Committee, have recommended the re-appointment of Independent Directors of the Company subject to the approval of

members of the company in the Extra-Ordinary General Meeting (EGM). Thereafter, the approval of members was obtained in the EGM held on 06<sup>th</sup> August, 2025 to appoint Mr. Pankaj Jain (DIN: 00257801) as an Independent Director for a further period of one year and Mrs. Nimisha Jain (DIN: 10651632) as an Independent Director for a further period of two years.

### **RETIREMENT BY ROTATION**

Mr. Rajesh Gupta, having DIN: 01941985, Managing Director of the Company is liable to retire by rotation at the ensuing AGM, being eligible, offers himself for re-appointment.

### **STATEMENT ON DECLARATION FROM INDEPENDENT DIRECTORS**

- All the independent directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under Section 149(6) of the Act read with Regulation 16 of the SEBI Listing Regulations, as amended. They also confirmed compliance with the provisions of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.
- The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of Regulation 25 of the SEBI Listing Regulations.

- In the opinion of the Board, the independent directors fulfil the conditions specified in the Act read with rules made thereunder and have complied with the code for independent directors prescribed in Schedule IV to the Act.

### NUMBER OF MEETINGS OF THE BOARD

During the year under review, the Board of Directors of the Company met 20 (Twenty) times during the Financial Year ended March 31, 2025 that are mentioned below:

- 30.04.2024      • 01.06.2024      • 07.06.2024      • 12.06.2024
- 02.07.2024      • 05.07.2024      • 11.07.2024      • 16.08.2024
- 30.08.2024      • 28.09.2024      • 03.10.2024      • 07.10.2024
- 14.10.2024      • 23.10.2024      • 29.10.2024      • 29.10.2024
- 14.12.2024      • 31.01.2025      • 26.03.2025      • 31.03.2025

Further, three Circular resolutions were passed by the company as follows:

1. Circular Resolution No. 01 and 02 dated 07th January, 2025;
2. Circular Resolution No. 03 and 04 dated 12th February, 2025;
3. Circular Resolution No. 05 dated 12th March, 2025.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below:

Name of Directors	Number of Board Meeting held during year	Number of Board Meeting attended during year	Attended the previous AGM (Yes or No)
Mr. Rajesh Gupta	20	20	YES
Mr. Anoop Garg	20	13	YES
Mrs. Geeta Goswami	20	20	YES
Mrs. Nupur Gupta	20	17	YES
Mr. Pankaj Jain	20	14*	YES
Mrs. Nimisha Jain	20	14*	YES

- *Mr. Pankaj Jain and Mrs. Nimisha Jain were appointed on the board w.e.f. 10th June, 2024. Therefore, they were eligible to attend only the meetings held after their appointment.*

### STATEMENT BY THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF THE INDEPENDENT DIRECTORS APPOINTED DURING YEAR

Your Board of Directors is satisfied with the veracity of the submissions and has concluded that all Independent Directors are individuals of integrity, possessing the requisite expertise, proficiency, and experience necessary to qualify and

continue as Independent Directors of the Company. Furthermore, the Board affirms that they remain independent of the management.

### COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

Pursuant to Section 178(3) of Companies

Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of the SEBI Listing Regulations, the Board has framed a Remuneration Policy. This policy, inter alia, lays down:

- The criteria for determining qualifications, positive attributes, and independence of directors; and
- Broad guidelines of compensation philosophy and structure for non-executive directors, key managerial personnel and other employees.

### **PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

In terms of the provisions of the Act and the Listing Regulations, Board carries out an annual performance evaluation of its own performance, its Committees, and Directors individually including Independent Directors based out of the criteria and framework adopted by the Board. A structured questionnaire covering various aspects of evaluation of performance of the Board, its Committees and individual Directors (including independent directors) is circulated for completion of the evaluation process.

The responses and recommendations received from Directors were subsequently reviewed and deliberated upon by Nomination and Remuneration Committee (NRC) and the Board at their respective meetings.

The evaluation process covered various aspects of the Board and Committees' functioning including their composition, experience, competencies, performance of specific duties, obligations, governance issues, attendance and contribution of individual directors and the effective exercise of independent judgement.

### **RISK MANAGEMENT POLICY**

The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. The Board of Directors has adopted the Risk management policy which sets out the framework for the management of risks faced by the Company in the conduct of business to ensure that all business risks are identified, managed and monitored.

### **SUBSIDIARY, JOINT-VENTURE AND ASSOCIATE COMPANY**

The Company doesn't have any Subsidiary, Joint Venture and/or Associate Company during the year under review.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS**

Some orders passed by the regulators or courts or any tribunals during the year under review which has an impact on the Company's operations are as follows:

1. Pursuant to the conversion of the company from Private to Public, the company has filed an application to the Reserve Bank of India for issue of new Certificate of Registration in the name and style of "Usha Financial Services Limited". The company has received the updated certificate dated 19th Day of June, 2024 from RBI with updated name i.e. "USHA FINANCIAL SERVICES LIMITED".
2. The company has filed an application seeking prior approval of RBI for IPO of equity shares of the company proposed to be listed on the EMERGE platform of NSE. The company has received the RBI approval vide email dated September 10, 2024.



3. The company has received the listing approval of its equity shares on the EMERGE platform of National Stock Exchange of India Limited vide approval letter dated 30th October, 2024 .

## CAPITAL STRUCTURE

The company has issued only one kind of shares i.e. equity shares. The summary of authorized, issued, subscribed and paid-up capital of the company is as follows:

### AUTHORIZED EQUITY SHARE CAPITAL:

The Authorized equity share capital of the company remains unchanged during the year under review. The authorized share capital as on 31st March, 2025 is Rs. 26,00,00,000/- (Rupees Twenty-Six Crore Only) divided into 2,60,00,000 (Two Crore Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

### SUBSCRIBED, ISSUED AND PAID-UP EQUITY SHARE CAPITAL:

- The subscribed, issued and paid-up equity share capital at the beginning of the year was Rs. 10,58,50,900/- (Rupees Ten Crores Fifty-Eight Lakhs Fifty Thousand and Nine Hundred Only) comprising of 1,05,85,090 equity share of Rs. 10/- (Rupees Ten Only) each.
- During the year under review, following alterations were made in the paid-up equity share capital of the company:

The summary of the allotments made during the year under review are as follows:

Date of Allotment	No of shares Allotted	Nominal Value per share (In Rs.)	Premium per share (In Rs.)	Mode of Allotment
12.06.2024	52,92,541	-	-	Bonus Shares
29.10.2024	58,60,000	10/-	158/-	Public Issue

- The Company has issued bonus shares to the existing Members of the Company in the ratio of 5:10 i.e., for every 5 fully paid-up shares held by member will get 10 bonus shares in this issue. After the allotment of these shares the total paid up equity share capital of the Company increased to Rs. 15,87,76,310/- (Rupees Fifteen Crore Eighty-Seven Lakhs Seventy-Six Thousand Three Hundred Ten Only) comprising of 1,58,77,631 equity share of Rs. 10/- (Rupees Ten Only) each.
- Further Company has issued 58,60,000/- (Fifty-Eight Lakh Sixty Thousand Only) equity shares of company to general public through Initial Public Offering (IPO) with a price range of Rs. 160-168/- (Per Share) which amounts to Rs. 98,44,80,000/- (Rupees Ninety-Eight Crores Forty-Four Lakhs Eighty Thousand Only). Consequently, the paid-up share capital of the Company at the end of the financial year is Rs. 21,73,76,310/- (Rupees Twenty-One Crore Seventy-Three Lakhs Seventy-Six Thousand Three Hundred Ten Only) comprising of 2,17,37,631/- (Two Crore Seventeen Lakhs Thirty-Seven Thousand Six Hundred Thirty-One Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

## Change in the paid-up share capital after the closure of the financial year:

The Company has issued and allotted bonus shares on August 20, 2025 to the existing Members of Company in the ratio of 1:1 i.e., 1 fully paid-up bonus share for every 1 fully paid-up equity share held. After allotment of these shares, total paid up equity share capital of Company increased to Rs. 43,47,52,620/- (Rupees Forty-Three Crore Forty-Seven Lakh Fifty-Two Thousand Six Hundred and Twenty Only) comprising of 4,34,75,262 equity share of Rs. 10/- (Rupees Ten Only) each.

## DEBENTURE STRUCTURE

During the year under review, the Company had issued and allotted Secured redeemable Non-Convertible Debentures under two new Series namely “Series L” and “Series M” through private placement. The brief details are provided hereunder:

Series	No. of Debentures Allotted	Nominal Value per Debenture (In Rs.)	Aggregate Amount (In Rs.)
<b>L</b>	1959	1,00,000/-	19,59,00,000/-
<b>M</b>	427	1,00,000/-	4,27,00,000/-

As per the provisions of the Companies Act, 2013 and other applicable rules and regulations, the Company has appointed debenture trustees as follows:

- MITCON Credentia Trusteeship Services Limited through its authorized representative(s) was appointed to act as Trustee for the Debenture holders (“Trustees”) of “Series L”; and
- Beacon Trusteeship Limited through its authorized representative(s) was appointed to act as Trustee for Debenture holders (“Trustees”) of “Series M”.

The amount of debentures outstanding as on 31st March, 2025 are being provided in the Notes to Financial Statements.

## CODE FOR PREVENTION OF INSIDER TRADING

The Board has adopted a code to regulate, monitor and report trading by Designated Persons in securities of the Company while in possession of Unpublished Price Sensitive Information (UPSI) in relation to the Company. The Board has further approved the code for

practices and procedures for fair disclosure of UPSI and policy governing procedure of inquiry in case of suspected leak of UPSI. The code has also been hosted on website of Company. The Company has also put in place a Structured Digital Database as required under Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

## CORPORATE GOVERNANCE

Your Company believes that a good corporate governance system is necessary to ensure its long-term success. Your Company ensures good governance through implementation of effective policies and procedures, which are mandated and regularly reviewed by the Board or Committees of Board of Directors of the Company. The Company’s Board approved Policies has been uploaded on the Company’s website and can be accessed at <https://www.ushafinancial.com/policies.html>.

Further, A report on Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is attached and forms part of this report.

number of meetings of the Board, composition of the various committees, annual Board evaluation, remuneration policy, criteria for Board nomination and senior management appointment, whistle blower policy/vigil mechanism, disclosure of relationships between Directors inter-se, state of Company's affairs, etc.

## **AUDITORS & THEIR REPORTS**

### **STATUTORY AUDITOR:**

- M/s K R A & Co., Chartered Accountants (Firm Registration No. 020266N) had been appointed as the Statutory Auditor of the Company in the 27th Annual General Meeting to hold office for a period of five (5) years from the conclusion of that Meeting till the conclusion of the 31st Annual General Meeting of the Company.
- After the completion of the audit of the company for the financial year 2024-25, M/s K R A & Co., Chartered Accountants have tendered its resignation from the position of Statutory auditors of the company with effect from 14th May, 2025 subject to the provisions for rotation of auditor in every 3 years of its services in accordance with the RBI Guidelines. Although, the provisions related to rotation of auditor are not applicable on the company but the Company intends to apply it for best Prudent Corporate Governance Practice. The resignation of Auditor was thereafter taken note of by the member of audit committee and the board of directors in their respective meetings held on 10th June, 2025.
- Pursuant to the casual vacancy caused by resignation of M/s K R A & Co., Chartered Accountants (Firm Registration No. 020266N), the Board of Directors of the company in their Board meeting held on

10<sup>th</sup> June, 2025, based on the recommendation of the Audit Committee, have proposed the appointment of M/s Rajeev Shagun Gupta & Co., Chartered Accountants, (Firm Registration No. 018530N) as statutory Auditor of the Company and the proposed Auditor was regularized by the members of the company in Extra Ordinary General Meeting held on 06th August, 2025.

### **SECRETARIAL AUDITOR:**

The Board of Directors of the Company at their Board meeting held on 26th March, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s Priya Binani & Associates, Company Secretaries (COP No. 24562) as Secretarial Auditors of the Company to conduct the Secretarial Audit for financial year 2024-25.

### **INTERNAL AUDITOR:**

The Board of Directors of the Company at their Board meeting held on 26th March, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s NGSG & Associates (A Chartered Accountant firm having Firm Registration Number 027685N) as Internal Auditors of the Company to conduct the Internal Audit for the financial year 2024-25 on such terms & conditions as mutually agreed upon.

Further, the Board of Directors of the Company at their Board meeting held on 07th July, 2025, based on the recommendation of the Audit Committee in their meeting held on 07th July, 2025, approved the re-appointment of M/s NGSG & Associates (A Chartered Accountant firm having Firm Registration Number 027685N) as Internal Auditors of the Company to conduct the Internal Audit for the financial year 2025-26 on the same terms and conditions.



## **REPORTING OF FRAUD**

During the year under review, neither the statutory auditors nor the secretarial auditor have reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

## **EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITORS OF THE COMPANY**

- The observations made in Statutory Auditors' Report given by M/s. K R A & Co., Chartered Accountants are self-explanatory and do not contain any reservation, qualification or adverse remarks. Therefore, needs no further clarification/ explanations as required under Section 134 of the Companies Act, 2013. The Statutory Audit report is attached with the Financial Statement and forms part of this report.
- The observations made in Secretarial Auditors' Report given by M/s Priya Binani & Associates, Company Secretaries (COP No. 24562). are self-explanatory and do not contain any reservation, qualification or adverse remarks. Therefore, needs no further clarification/ explanations as required under Section 134 of the Companies Act, 2013. The same is annexed to this Annual Report as **ANNEXURE - A**.

## **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards (as

amended from time to time) on meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meeting (SS-2) for the Financial Year ended on 31st March, 2025 as issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

- Your Company had not entered into any transactions with the related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. All Related Party Transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is annexed to this Report as **ANNEXURE – B**.
- However, the disclosure of transactions with related parties for the financial year, as per Accounting Standard -18 Related Party Disclosures is provided in Notes to the Balance Sheet as on March 31, 2025.

## **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Brief Outline of CSR Policy and initiatives undertaken during the year has been provided in the Annual Report on CSR for the financial year under review which is annexed as **ANNEXURE – C** to this Report.



## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186:**

The Company, being a NBFC registered with RBI and engaged in the business of giving loans in ordinary course of its business, is exempt from complying with provisions of Section 186 of the Act with respect to loans, guarantees and investments.

However, details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

## **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

The Company has in place adequate internal financial controls with reference to the financial statements and other operational areas. These controls have been designed to provide reasonable assurance regarding the reliability of financial reporting, compliance with applicable laws and regulations, and the effectiveness and efficiency of operations.

### **1. Control environment**

- The Company has established a strong governance framework with clearly defined roles and responsibilities.
- Policies and procedures are documented across key functions such as credit, operations, collections, treasury and compliance.

### **2. Accounting and Banking Controls**

- Financial transactions are recorded in accordance with Indian Generally Accepted Accounting Principles (I-GAAP).
- Adequate controls are in place for bank reconciliation, general ledger review and preparation of financial statements.

- For the outflows of fund Maker-Checker concept is deployed.
- Transactional limits are put in place to avoid any error in the payments/disbursements.

### **3. Credit and Loan Management Controls**

- Standard Credit Appraisal and Approval Mechanism is followed for all loan proposals.
- Loan documentation is done as per approved checklist, vetted and verified by legal team.
- Post-disbursement monitoring is undertaken to track end-use, repayment behavior and covenant checks.

### **4. Audit and Monitoring**

- Internal audit/review is conducted on a periodic basis by an independent audit firm.
- Findings are reviewed by the management and corrective action is taken where necessary.
- Internal audit/review includes review of various transactions to ensure timely compliance, etc.

### **5. IT and Operational Controls**

- Core Lending System (LMS) is implemented to manage loan lifecycle with built-in controls.
- User access management and role-based controls are in place.
- Regular data backups and cybersecurity measures have been implemented.

### **6. Regulatory Compliance**

The Company ensures compliance with all applicable laws and RBI regulations, including timely submission of returns, KYC/AML norms, and periodic reporting under RBI's Master Direction for NBFCs.

## 7. Oversight and Review

- The Board and the Audit Committee review internal control systems regularly.
- The CEO and/or CFO provide certifications as required under the Companies Act and applicable SEBI regulations, wherever required.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, and the reviews performed by management and auditors, the Board is of the opinion that the internal financial controls are adequate and operating effectively as on the date of this report.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN AND OUTGO:**

The particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 in respect of conservation of energy and technology absorption are provided hereunder:-

#### **a. Conservation of energy-**

- i. the steps taken or impact on conservation of energy:-NA
- ii. the steps taken by the company for utilizing alternate sources of energy:-NA
- iii. the capital investment on energy conservation equipment:-NA

#### **b. Technology absorption-**

- i. the efforts made towards technology absorption:-NA
- ii. the benefits derived like product improvement, cost reduction, product development or import

substitution:-NA

- i. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
  - a. the details of technology imported:-NA
  - b. the year of import:-NA
  - c. whether the technology been fully absorbed:-NA
  - d. if not fully absorbed, areas where absorption has not taken place, and reasons thereof; -NA
- ii. the expenditure incurred on Research and Development-NA

#### **c. Foreign exchange earnings and Outgo-**

The Foreign Exchange earned in terms of actual inflows during the year is NIL and the Foreign Exchange outgo during the year in terms of actual outflows is NIL.

### **COMPLIANCE WITH RBI GUIDELINES:**

The Company being an NBFC has complied with all the applicable regulations of the Reserve Bank of India for Non-deposit taking NBFCs including but not limited to Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

### **FAIR PRACTICES CODE**

The Company has in place a Fair Practices Code (“FPC”) as approved by the Board, in compliance with the guidelines issued by RBI, which sets the fair practice standards while dealing with its customers and legal entities. The FPC is available on the website of the Company at <https://www.ushafinancial.com/policies.html>

## **CODE OF CONDUCT AND TRANSPARENCY**

The Company has adopted the unified Code of Conduct in compliance with the guidelines issued by RBI. All the directors confirmed that they are not disqualified from being appointed/ continuing as Directors in terms of Section 164(2) of the Act. Further, all the directors and Senior Management of the Company adhere to the Code of Conduct of the company.

## **COMPANY'S WEBSITE**

Your Company has its fully functional website <https://www.ushafinancial.com/>, which has been designed to exhibit all the relevant details about the Company. The site carries a comprehensive database of information of the Company including the Financial Results, details of Board Committees, Corporate Policies/ Codes, business activities and current affairs of your Company.

## **DISCLOSURE OF REMUNERATION**

The disclosure with respect to remuneration as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided under **ANNEXURE D** forming part of this report.

## **PARTICULARS OF EMPLOYEES**

The provisions of Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable, as there is no such employee who were drawing / in receipt of remuneration of prescribed amount during the period under review. Therefore, no such statement provided in the Annexure.

## **SEXUAL HARASSMENT POLICY FOR WOMEN UNDER THE SEXUAL**

## **HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013 and rules framed thereunder. We follow a gender-neutral approach in handling complaints of sexual harassment and also assures discretion and guarantees non-retaliation to complainants.

## **CONSTITUTION OF COMMITTEE – SEXUAL HARASSMENT AT WORKPLACE**

- The Company has complied with the provisions relating to Constitution of Internal Complaints Committee (ICC) under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- Further, during the year under review, no case was filed under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- The Annual Report of ICC for the period commencing from January 1, 2024 till December 31, 2024 was submitted to the office of District Collector, Delhi on December 26, 2024.

## **MAINTENANCE OF COST RECORDS**

Maintenance of cost records and requirement of Cost Audit as specified by the Central Government under Section 148 (1) of the Act, is not applicable for the business activities



carried out by the Company and hence, such accounts and records are not maintained.

### **PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:**

No application or proceeding was initiated in respect of the Company under Insolvency and Bankruptcy Code 2016.

### **DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

During the year under review, there were no transactions or events with respect to the One-time settlement with any bank or financial institution, hence no disclosure or reporting is required.

### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In accordance with Clause (c) Of Sub-Section (3) Of Section 134 of the Companies Act, 2013, the Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2025, are in full conformity with the requirement of the Companies Act, 2013. The Financial Accounts for the reporting period are audited by the Statutory Auditors, M/s K R A & Co., Chartered Accountants (Firm Registration No. 020266N).

The Board of Directors of the company further confirmed the members that: -

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **STATEMENT ON MATERNITY BENEFIT COMPLIANCE:**

That the Company is in compliance with all the applicable provisions mentioned in the Maternity Benefit Act, 1961.

### **DIVIDEND**

In order to undertake and carrying future plans, it is necessary to conserve the resources. Therefore, the Directors are of the opinion of retaining the profits for the year within the Company, and thus have not recommended any dividend on equity shares for the year ended March 31, 2025.



### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, shall be transferred to the Investor Education and Protection Fund ("IEPF").

The provision of Section 125 (2) of the Companies Act, 2013 does not apply as there was no dividend declared and paid in the previous years.

### **EXPLANATION FOR DEVIATION(S) OR VARIATION(S) IN ACCORDANCE WITH REGULATION 32 OF SEBI (LODR) REGULATIONS, 2015**

The provisions of Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company during the financial year under review.

Therefore, the Company is not required to furnish an explanation in relation to the variation or deviation as stipulated under Regulation 32 of SEBI (LODR) Regulations, 2015.

### **WEB LINK OF ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2018, the Company is having website [www.ushafinancial.com](http://www.ushafinancial.com) and annual return of Company has been published on such website. Link of the same is given below:

<https://www.ushafinancial.com/annual-return.html>

### **ACKNOWLEDGEMENT**

The Board expresses its sincere gratitude for the cooperation received from lenders, our valued customers, regulatory bodies, Members and other stakeholders. The Board also wholeheartedly acknowledges with thanks the dedicated efforts of employees and the management of the Company.

### **FOR AND ON BEHALF OF THE BOARD USHA FINANCIAL SERVICES LIMITED**

**Sd/-**

**Rajesh Gupta**  
**Managing Director**

**DIN: 01941985**

**Address: B-191, Yojna Vihar,**  
**Delhi 110092**

**DATE: 02.09.2025**

**PLACE: DELHI**

**Sd/-**

**Geeta Goswami**  
**Director and CEO**

**DIN: 07810522**

**Address: A-236, 1st Floor, Block-A,**  
**Opposite Angel mall, Kaushambi,**  
**Vasundhra, Ghaziabad- 201012, UP**

**DATE: 02.09.2025**

**PLACE: DELHI**

**FORM NO.MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2025**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To**  
**The Members,**  
**USHA FINANCIAL SERVICES LIMITED**

(CIN: L74899DL1995PLC068604)

Plot No. 73, First Floor, Patparganj,  
Industrial Area, East Delhi, Delhi-110092.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by USHA FINANCIAL SERVICES LIMITED (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company came out with an Initial Public Offer (IPO) for 58,60,000 equity shares at a price of Rs. 168/- per share (including a premium of Rs. 158/-per share) in October, 2024. This offer comprised a fresh issue of 58,60,000 Equity Shares, out of which 3,20,800 equity shares of face value of Rs. 10/- each for cash at a price of Rs. 168/- were reserved for subscription by Market Makers to the issue ("Market Maker Reservation Portion"). The remaining 55,39,200 equity shares, offered at a price of Rs. 168/- per share, constituted the Net Issue to the public. These shares were Listed and admitted for trading on the NSE Emerge SME platform with effect from 31st October, 2024.

We report that:

- a. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b. We have followed audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed by us provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of Account of the Company.
- c. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and the occurrence of events, etc. The compliance with the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of the management.

- d. The financial statements have been audited by the Company's Statutory Auditors, and their independent audit report is attached with the financials. Given the comprehensive nature of their review, we have not provided a separate commentary on the financial statements.

## **OPINION**

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit through electronic means, by way of scanned copies or soft copies through e-mail or otherwise, the explanations and clarifications given to us, and the representations made by the Management, we hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Our Report is to be read along with the observations, if any, made by the Statutory Auditors in their Audit report on the financial statements of the company for the year ended 31st March, 2025.

We have examined, through electronic means by way of scanned copies or soft copies through e-mail or otherwise, the books, papers, minute books, forms and returns filed, and other records made available to us and maintained by Company for the financial year ended on March 31, 2025, according to the

provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. Further, no event took place during the relevant financial year with respect to Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
  - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - iv. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - v. SEBI (Depositories and Participant) Regulation, 2018, as amended from time to time;
  - vi. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable;

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable;
- i. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable and
- j. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India; and
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, pursuant to the Listing Agreement of the said Company with Stock Exchanges. (Regulation applicable from October, 2024 for SME Listed Companies)

Further, being a Non-Banking Financial Company, the Company is also subject to the following. Based on our examination of the relevant documents and records, on test-check basis, the Company has generally complied with the following laws applicable to it:

- I. Reserve Bank of India Act, 1934;
- II. Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023;
- III. Master Direction – Reserve Bank of India (Filing of Supervisory Returns) Directions – 2024;

During the period under review and as informed by Management, the Company has generally complied with the provisions of the acts, rules, regulations, guidelines, standard etc. mentioned above except:

There was delay in filing of few forms with the Registrar of Companies, NCT of Delhi & Haryana for which additional fees was duly paid by the company.

We further report that:

- a. the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Reconstitution that took place during the period under review was carried out in compliance with the provisions of the Act. All decision at Board Meetings and Committee Meetings are carried unanimously and subsequently recorded in the minutes of the Board of Directors or Committee of the Board, as per applicable provisions.
- b. Adequate notice (including shorter notice where applicable) given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance/ or in required timeline respectively, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. The minutes of Board and Committee meetings are properly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views were recorded.



- d. Based on the explanations and representations made by the Management, we report that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We report further that, during the audit period, there were few specific events / actions which have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards etc. happened during the audit period:

1. The Company allotted 58,60,000 equity shares of Rs. 10/- each at a price of Rs. 168/- per equity share (including a Premium of Rs. 158/- per equity share) to the respective bidders under Initial Public Offer (IPO) in October 2024.
2. The Company listed its 2,17,37,631 equity shares of face value Rs. 10/- each on the Emerge Platform of NSE vide listing approval letter dated 30th October, 2024, according to which the trading of such shares commenced w.e.f. 31st October, 2024.
3. The Company issued and allotted 52,92,541 (Fifty-Two Lakhs Ninety-Two Thousand Five Hundred and Forty-One) equity shares having face value of Rs. 10 each as a Bonus Shares to the existing shareholder of the Company, pursuant to a shareholders' resolution passed at an Extra-Ordinary General Meeting held on June 03, 2024.
4. Mrs. Nimisha Jain and Mr. Pankaj Jain

were appointed as Independent Director of the Company for their first term of one year, commencing from June 10, 2024 to June 9, 2025, pursuant to a shareholders' resolution passed at an Extra Ordinary General Meeting held on June 10, 2024.

5. Mrs. Geeta Goswami, holding DIN: 07810522, was appointed as a Chief Executive Officer (CEO) of the Company w.e.f. June 12, 2024.
6. Mr. Prashant Raghuwanshi, holding PAN: BNNPR9777C, was appointed as the Chief Financial Officer (CFO) of the Company w.e.f. June 1, 2024.
7. The shareholders of the Company, through a resolution passed at the Extra Ordinary General Meeting, approved the issuance of Secured Redeemable Non-Convertible Debentures (NCDs) up to an aggregate amount of Rs. 50,00,00,000/- (Rupees Fifty Crore Only) on a Private Placement basis to an identified group of persons.
8. The Company established its Corporate Office and began maintaining its Books of Accounts at 3rd Floor, Plot No 40, Near Wave Cinema, Kaushambi, Ghaziabad, Uttar Pradesh, India, 201012 with effect from February 14, 2025.
9. The Company shifted its Registered Office from 330, Mezanine Floor, Functional Industrial Estate, East Delhi, Patparganj, Delhi 110092 to Plot No. 73, First Floor, Patparganj, Industrial Area, Delhi-110092 w.e.f. March 7, 2025.
10. The Company adopted new set of Article of Association as per the Companies

Act, 2013 pursuant to a shareholders' resolution passed at an Extra Ordinary General Meeting held on July 04, 2024.

**for PRIYA BINANI & ASSOCIATES  
COMPANY SECRETARIES**

**Sd/-**

**PRIYA BINANI**

**ACS: 57190**

**CP: 24562**

**Peer Review Certificate No.: 6751/2025**

**UDIN:**

**Date: 23.08.2025**

**Place: New Delhi**

***Note: This report is to be read with our letter of even date which is annexed as Annexure- I and forms an integral part of this report***

**ANNEXURE I**

To  
**The Members,**  
**USHA FINANCIAL SERVICES LIMITED**  
(CIN: L74899DL1995PLC068604)  
Plot No. 73, First Floor, Patparganj,  
Industrial Area, East Delhi, Delhi-110092.

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Usha Financial Services Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test-check basis for the purpose of issuing the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue the Secretarial Audit Report based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations wherever required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, compliance mechanism and corporate conduct. The verification was done on test-check basis to ensure that correct facts are reflected in the records produced to us. We believe that the processes and practices we followed provide a reasonable basis for our opinion for the purpose of issuing the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**for PRIYA BINANI & ASSOCIATES**  
**COMPANY SECRETARIES**

**Sd/-**

**PRIYA BINANI**

**ACS: 57190**

**CP: 24562**

**Peer Review Certificate No.: 6751/2025**

**UDIN:**

**Date: 23.08.2025**

**Place: New Delhi**

**FORM NO. AOC -2**

*(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of  
The Companies (Accounts) Rules, 2014]*

**FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS  
ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB  
SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN  
ARM'S LENGTH TRANSACTION UNDER THIRD PROVISIO THERETO.**

**1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT  
ARM'S LENGTH BASIS.**

There were no contracts or arrangements or transactions entered during the year ended  
31st March, 2025, which were not at arm's length basis.

**2. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S  
LENGTH BASIS.**

The Company has entered into transactions with related parties in the ordinary course  
of business at arm's length basis, the details of which are given in the notes to financial  
Statements.

**FOR AND ON BEHALF OF THE BOARD  
USHA FINANCIAL SERVICES LIMITED**

**Sd/-  
Rajesh Gupta  
Managing Director  
DIN: 01941985  
Address: B-191, Yojna Vihar,  
Delhi 110092**

**Sd/-  
Geeta Goswami  
Director and CEO  
DIN: 07810522  
Address: A-236, 1st Floor, Block-A,  
Opposite Angel mall, Kaushambi,  
Vasundhra, Ghaziabad- 201012, UP**

**DATE: 02.09.2025  
PLACE: DELHI**

**DATE: 02.09.2025  
PLACE: DELHI**



**ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2024-25****1 A BRIEF OUTLINE OF CSR POLICY OF THE COMPANY:**

Corporate Social Responsibility is an integral part of the Company's ethics and policy and it has been pursuing this on a sustained basis. Usha Financial Services Limited is committed to conduct business in a socially, economically and environmentally responsible and sustainable manner, which enables the creation and distribution of wealth for the betterment of societies through the implementation and integration of ethical systems and sustainable management practices.

**2 COMPOSITION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

In accordance with Sub-Section 9 of Section 135, there is no need to constitute corporate social responsibility committee if contribution amount is up to Rs. 50 lakhs. Therefore, Company is allowed to contribute to CSR activities by approval of Board of Directors only.

**3 WEB-LINK(S) WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:**

The web-link for CSR Policy disclosed on the website of the Company:

<https://www.ushafinancial.com/policies.html>

The web-link for CSR Projects approved by the Board of Directors of the Company were placed :

<https://www.ushafinancial.com/InvestorInformation.html>

**4 PROVIDE THE EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8, IF APPLICABLE:**

Not Applicable

**5 (a) AVERAGE NET PROFIT OF COMPANY AS PER SUB-SECTION (5) OF SECTION 135:**

Average net profit of the company as per Section 135(5) of the Companies Act, 2013 is Rs. 18,44,01,509.09/- (Rupees Eighteen Crores Forty-Four Lakhs One Thousand Five Hundred Nine and Nine Paise Only).

**(b) TWO PERCENT OF AVERAGE NET PROFIT OF COMPANY AS PER SECTION 135 (5):**

Rs. 25,84,263.81/- (Rupees Twenty-Five Lakhs Eighty-Four Thousand Two Hundred Sixty-Three and Eighty-One Paise Only).

**(c) SURPLUS ARISING OUT OF THE CSR PROJECTS OR PROGRAMMES OR ACTIVITIES OF THE PREVIOUS FINANCIAL YEARS: NIL**

**(d) AMOUNT REQUIRED TO BE SET-OFF FOR THE FINANCIAL YEAR, IF ANY: NIL**

**(e) TOTAL CSR OBLIGATION FOR THE FINANCIAL YEAR [(b)+(c)-(d)]:**

Rs. 25,84,263.81/- (Rupees Twenty-Five Lakhs Eighty-Four Thousand Two Hundred Sixty-Three and Eighty-One Paise Only).

**6 (a) AMOUNT SPENT ON CSR PROJECTS (BOTH ONGOING PROJECT AND OTHER THAN ONGOING PROJECT):**

Rs. 25,84,264/- (Rupees Twenty-Five Lakhs Eighty-Four Thousand Two Hundred Sixty-Four Only)

**(b) AMOUNT SPENT IN ADMINISTRATIVE OVERHEADS: NIL**

**(c) AMOUNT SPENT ON IMPACT ASSESSMENT, IF APPLICABLE: Not Applicable**

**(d) TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR [(a)+(b)+(c)]:**

Rs. 25,84,264/- (Rupees Twenty-Five Lakhs Eighty-Four Thousand Two Hundred Sixty-Four Only)

**(e) CSR AMOUNT SPENT OR UNSPENT FOR THE FINANCIAL YEAR:**

	Amount Unspent (In Rs.)				
Total Amount Spent for the Financial Year (in Rs.)	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135.		
	Amount	Date of transfer	Name of fund	Amount	Date of transfer
Rs. 25,84,264/-	NIL				

**(f) EXCESS AMOUNT FOR SET-OFF, IF ANY: NIL**

S. No. (1)	Particular (2)	Amount (In Rs.) (3)
(i)	Two percent of average <b>net profit</b> of the company as per sub-section (5) of section 135	25,84,263.81
(ii)	Total amount spent for the Financial Year	25,84,264
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NIL*
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL*

\* The excess amount spent is only 19 paise which is negligible.

**7 DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:**

1	2	3	4	5	6	7	8
S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any	Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer	
1	FY-1				NIL		
2	FY-2				NIL		
3	FY-3				NIL		

**8 WHETHER ANY CAPITAL ASSETS HAVE BEEN CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR:** No

**IF YES, ENTER THE NUMBER OF CAPITAL ASSETS CREATED/ ACQUIRED:**

Not Applicable

**FURNISH THE DETAILS RELATING TO SUCH ASSET(S) SO CREATED OR ACQUIRED THROUGH CORPORATE SOCIAL RESPONSIBILITY AMOUNT SPENT IN THE FINANCIAL YEAR:**

1	2	3	4	5	6
S. No.	Short particulars of the property or asset(s)	Pin code of the property or asset(s)	Date of creation	Amount of unspent CSR amount	Details of entity/ authority/ beneficiary of the registered owner
					<div>CSR Registration Number, if applicable</div> <div>Name</div> <div>Registered Address</div>
NIL					

*(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)*

**8 SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SUB-SECTION (5) OF SECTION 135**

The company has spent the complete amount.

**FOR AND ON BEHALF OF THE BOARD  
USHA FINANCIAL SERVICES LIMITED**

**Sd/-**

**Rajesh Gupta**  
**Managing Director**  
**DIN: 01941985**  
**Address: B-191, Yojna Vihar,**  
**Delhi 110092**

**DATE: 02.09.2025**  
**PLACE: DELHI**

**Sd/-**

**Geeta Goswami**  
**Director and CEO**  
**DIN: 07810522**  
**Address: A-236, 1st Floor, Block-A,**  
**Opposite Angel mall, Kaushambi,**  
**Vasundhra, Ghaziabad- 201012, UP**

**DATE: 02.09.2025**  
**PLACE: DELHI**



**DETAILS PERTAINING TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**(i) THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR:**

Sr. No.	Name of Director (s)	Remuneration of Director for the F.Y. 2024-25 (In INR)	Median Remuneration of Employees for the FY 2024-25 (In INR)	Ratio of remuneration of each director of the median remuneration of the employees for the FY 2024-25
1.	Mr. Rajesh Gupta	48,00,000	3,84,000	12.5:1
2.	Mrs. Geeta Goswami	36,00,000	3,84,000	9.38:1
3.	Mr. Anoop Garg	0	3,84,000	0
4.	Mrs. Nupur Gupta	0	3,84,000	0
5.	Mr. Pankaj Jain*	1,00,000	3,84,000	0.26:1
6.	Mrs. Nimisha Jain*	1,00,000	3,84,000	0.26:1

\* Mr. Pankaj Jain and Mrs. Nimisha Jain were appointed as Non-Executive Independent Director with effect from 10th June, 2024.

**(i) THE PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY OR MANAGER, IF ANY, IN THE FINANCIAL YEAR;**

Sr. No.	Name	Designation	Percentage increase in the remuneration in the FY 2024-25*
1.	Mr. Rajesh Gupta	Managing Director	51.58%
2.	Mrs. Geeta Goswami**	Chief Executive Officer and Director	39.53%
3.	Mr. Anoop Garg	Executive Director	NIL
4.	Mrs. Nupur Gupta	Non-executive Director	NIL
5.	Mr. Pankaj Jain	Independent Director	NIL
6.	Mrs. Nimisha Jain	Independent Director	NIL
7.	Mr. Prashant Raghuwanshi***	Chief Financial Officer	51.57%
8.	Ms. Kritika Goswami	Company Secretary	5%

\* The remuneration was increased from the month of August, 2024.

\*\* Mrs. Geeta Goswami was appointed as the Chief Executive Officer w.e.f. 12th June, 2024.

\*\*\* Mr. Prashant Raghuwanshi was appointed as Chief Financial Officer w.e.f. 01st June, 2024

(iii) **THE PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR:**

Median Remuneration of Employees for the FY 2023-24 (In INR)	Median Remuneration of Employees for the FY 2024-25 (In INR)	Percentage increase in Median Annual remuneration of employees
3,60,000	3,84,000	6.67%

(iv) **THE NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF COMPANY:** 40 (Forty)

(v) **AVERAGE PERCENTILE INCREASE ALREADY MADE IN THE SALARIES OF EMPLOYEES OTHER THAN THE MANAGERIAL PERSONNEL IN THE LAST FINANCIAL YEAR AND ITS COMPARISON WITH THE PERCENTILE INCREASE IN THE MANAGERIAL REMUNERATION AND JUSTIFICATION THEREOF AND POINT OUT IF THERE ARE ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION –**

The average percentage increases in the remuneration of all employees (other than managerial personnel) stand at 10.42% whereas average percentile increases in the remuneration of managerial personnel stands at 8.87%.

(vi) It is hereby affirmed that the remuneration paid to employees(s), Director(s), key managerial personnel(s) is as per the Company's Remuneration policy for Directors, Key Managerial Personnel and other employees as approved by the Board.

(vii) There was no employee in your Company who drew remuneration of Rs. 1,02,00,000/- per annum during the period under review.

(viii) There was no employee in your Company, who is employed for part of the financial year, who drew remuneration of Rs. 8,50,000/- per month during the period under review. Hence, Your Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

**FOR AND ON BEHALF OF THE BOARD  
USHA FINANCIAL SERVICES LIMITED**

Sd/-  
Rajesh Gupta  
Managing Director  
DIN: 01941985  
Address: B-191, Yojna Vihar,  
Delhi 110092

DATE: 02.09.2025  
PLACE: DELHI

Sd/-  
Geeta Goswami  
Director and CEO  
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Vasundhara, Ghaziabad- 201012, UP  
DATE: 02.09.2025  
PLACE: DELHI

## MANAGEMENT DISCUSSION AND ANALYSIS

Financial Year 2024–25 was a year of steady progress for the company UFSL, marked by business expansion, stronger capital position, and continued focus on customer-centric lending. Operating in a dynamic economic and regulatory environment, the Company navigated challenges while capitalizing on opportunities in MSME, retail, and emerging green finance segments. This section shares an overview of the broader economic context, industry developments, and UFSL's performance during the year, along with its outlook for the future.

### ECONOMIC REVIEW

#### ➤ GLOBAL ECONOMY:

During FY 2024–25, the global economy navigated a complex landscape marked by moderating inflation, gradual policy easing by major central banks, and continued geopolitical uncertainties. Growth remained uneven across regions, with advanced economies experiencing a slowdown due to tighter financial conditions in the early part of the year, while several emerging markets displayed resilience supported by domestic demand and structural reforms. Energy prices fluctuated amid supply chain adjustments and evolving climate policies, while global trade volumes were impacted by shifting supply routes and regional trade agreements. The outlook for the coming year is cautiously optimistic, with the International Monetary Fund projecting moderate growth as inflationary pressures ease and interest rate cuts begin to stimulate investment. However, downside risks persist from potential geopolitical escalations, volatility in commodity markets, and climate-related disruptions, making adaptability and

prudent risk management essential for sustained global recovery.

#### ➤ INDIAN ECONOMY:

In FY 2024–25, India maintained its position as the fastest-growing major economy, with the Production Linked Incentive (PLI) schemes and easing input costs, while agriculture benefited from a normal monsoon, aiding rural demand. Headline retail inflation averaged close to 5 percent for the year, within the RBI's tolerance band, though food price volatility posed intermittent challenges. External sector performance remained stable, with a manageable current account deficit and healthy foreign exchange reserves exceeding USD 640 billion by year-end. Looking ahead to FY 2025–26, growth is projected to remain in the 6.5 percent range, though risks from global trade tensions, elevated U.S. tariffs, and commodity price swings warrant close monitoring.

### INDUSTRY REVIEW

#### NBFC SECTOR:

During FY 2024–25, India's NBFC sector demonstrated robust momentum, significantly outpacing traditional banks in credit growth. According to Boston Consulting Group, NBFCs delivered an impressive 20 percent year-on-year growth in net advances, compared to just 12 percent for commercial banks; this propelled total NBFC balances to ₹28.2 lakh crore, with borrowings rising by 22 percent to ₹19.9 lakh crore. The share of NBFCs in GDP surged to 26 percent by FY 25, up from 16 percent in FY 19, while their portion of systemic credit climbed to 21 percent,

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highlighting their growing role in India's financial ecosystem.

FinTech-led NBFCs played a pivotal role in deepening financial inclusion—sanctioning a record 10.9 crore personal loans amounting to ₹1.06 lakh crore during the year. The sector's overall scale also expanded dramatically: assets under management (AUM) grew from around ₹23 trillion in FY 19 to ₹48 trillion at the end of FY 25, reflecting a strong CAGR of 13.2 percent.

Despite this strong growth, certain challenges emerged. The microfinance (MFI) segment suffered sharply—MFIs experienced a 95 percent plunge in profits, exposing vulnerabilities in high-growth portfolios.

Additionally, lending from banks to NBFCs showed restraint: bank credit to NBFCs grew only 5.7 percent over the year, with a notable decline in April 2025, signalling tightened funding conditions.

Looking ahead, the outlook remains positive. Industry analysts anticipate continued expansion in retail, MSME, and wholesale credit, projecting NBFC credit growth of 15–17 percent between FY 25 and FY 28.

Overall, FY 2024–25 confirmed NBFCs as dynamic contributors to India's credit landscape, while also underscoring the importance of prudent risk management and funding diversification going forward.

## OPPORTUNITIES AND THREATS

### OPPORTUNITIES:

- **Expanding Retail Lending through NBFCs:** Retail lending has become a primary growth driver, contributing a significant share of incremental credit growth.

NBFCs are expanding into personal loans, two-wheeler financing, consumer durable loans, etc. Co-lending with banks and fintech partnerships enhance scalability and risk diversification.

- **Growing MSME Financing Demand:** MSMEs contribute over 30% to GDP and are a key focus under government schemes like ECLGS and Credit Guarantee programs. NBFCs, with flexible underwriting and faster disbursements, remain the preferred choice for this segment.
- **Emergence of Green & EV Financing:** Policies such as FAME-II and EV incentives are driving adoption. This creates a new credit demand for EVs, batteries, and related infrastructure.
- **Digital Transformation:** AI/ML-based underwriting, automated KYC, and digital loan origination reduce costs and enhance customer experience. UFSL's digital-first approach aligns with this industry shift.
- **Policy and Budgetary Support:** The Union Budget 2025–26 introduced measures to ease financing conditions, restore normal risk weights, and boost priority sector lending.
- **Partnership Models and Co-Lending:** Collaborations with banks, fintechs, and other NBFCs enable product diversification, risk sharing, and efficient expansion.

### THREATS:

- **Asset Quality Risks:** MSME and retail segments, though high yielding, are vulnerable to delinquencies during economic slowdowns. Rising unsecured credit in retail may heighten risks.

- **Funding and Liquidity Constraints:** Smaller NBFCs face higher borrowing costs and limited market access compared to larger peers. Dependence on bank funding adds vulnerability to rate changes.
- **Intensifying Market Competition:** Large NBFCs, fintech players, and banks are aggressively expanding in MSME and retail lending. Competitive pricing may compress margins.
- **Regulatory Compliance Burden:** The Scale-Based Regulatory (SBR) Framework mandates enhanced governance, IT investments, and detailed reporting, increasing compliance costs.
- **Macroeconomic Uncertainties:** Inflation, rural demand fluctuations, and global disruptions can affect borrower repayment capacity and loan growth. Prolonged high interest rates may also pressure margins.

## PRODUCT-WISE PERFORMANCE

During FY 2024–25, the company recorded a total disbursement of ₹47,352.02 lakh, with lending activity spread across Institutional and Retail segments.

### INSTITUTIONAL LENDING:

Institutional Lending remained the largest contributor with ₹43,590.00 lakh disbursed during the year. This segment generated an Interest Income of ₹4,035.01 lakh and Processing Fee (PF) Income of ₹354.95 lakh, underscoring its significance in UFSL's overall business model.

### RETAIL LENDING:

Retail Lending, though smaller in scale, witnessed growing traction. The Company disbursed ₹3,762.02 lakh under this segment, yielding Interest Income of

₹1,347.38 lakh and PF Income of ₹62.44 lakh. The increasing adoption of retail lending products is in line with UFSL's strategic push to diversify into MSME and individual borrower segments.

Overall, UFSL generated Interest Income of ₹5,382.39 lakh and PF Income of ₹417.39 lakh from its lending operations. This performance reflects both the Company's focus on scaling disbursements and its ability to generate sustainable fee-based income. The growth in both institutional and retail segments demonstrates UFSL's balanced approach—leveraging its established wholesale lending franchise while steadily building its retail presence to diversify risk and broaden customer reach.

## OUTLOOK

The outlook for FY 2025–26 remains positive yet cautious for the NBFC sector, underpinned by strong domestic consumption, targeted policy interventions, and robust credit demand from MSMEs and retail segments. Government initiatives, coupled with RBI's regulatory measures, are expected to enhance sector resilience while creating opportunities for well-governed NBFCs.

## KEY SECTORAL DRIVERS

- **Policy Tailwinds:** Reforms under the Union Budget 2025–26, such as easing financing conditions, restoration of normal risk weights on bank exposures to NBFCs, and liquidity support, are expected to lower borrowing costs and strengthen credit flow to priority segments.
- **Priority Sector Expansion:** Increased focus on MSME financing, women

entrepreneurship, and green/EV finance is expected to drive NBFC loan book growth

- **Evolving Partnership Models:** Co-lending arrangements with banks and strategic collaborations with other financial institutions will continue to open new growth avenues for NBFCs.

## COMPANY OVERVIEW

Usha Financial Services Ltd. is an RBI-registered NBFC-ICC (Investment and Credit Company), categorized as a base layer, non-systemically important, and non-deposit taking institution. With over 9 years of lending experience, we specialize in offering

customized financial solutions. We cater to a diverse clientele including individuals, women entrepreneurs, MSMEs, corporates, and other NBFCs. Our commitment extends to supporting Electric Vehicle (EV) financing, contributing to sustainable growth and inclusive development with an AUM size exceeding Rs. 400 Crores.

The company pride itself on its strong management team, comprising qualified and experienced professionals dedicated to delivering exceptional financial services. UFSL targets niche market with limited access to traditional banking, ensuring attractive yields and solid operating metrics.

## FINANCIAL OVERVIEW

(Amount in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Revenue From Operations	5,963.44	6,322.20
Other Income	98.9	73.85
Total Income	6,062.34	6,396.05
Employee Benefits Expense	312.68	310.24
Finance costs	2,411.49	2,977.74
Depreciation and Amortization Expense	46.54	26.69
Provision & Write-off	624.44	427
Other Expenses	850.19	949.98
Total Expenses	4,245.34	4,691.65
Profit Before Tax	1,817.00	1,704.40
Tax expense	436.89	425.49
Profit After Tax	1,380.11	1,278.91
Statutory Reserve as per Sec 45IC of RBI Act, 1934	276.02	255.78

## UFSL-SPECIFIC OUTLOOK

- **MSME Lending Focus:** UFSL aims to deepen its penetration in the MSME sector, capitalizing on government-backed credit guarantee programs and rising

demand in underserved markets.

- **Green & EV Financing:** The company intends to expand its presence in EV financing, benefiting from government incentives and rising adoption trends.

- **Capital Strength:** With a healthy capital adequacy ratio and conservative leverage, UFSL is well-equipped to pursue growth while maintaining financial stability.
- **Governance & Risk Oversight:** UFSL will continue to prioritize robust risk management, early delinquency detection, and strong provisioning practices to protect asset quality.

### CHALLENGES TO MONITOR

- **Funding Cost Pressures:** Despite improving liquidity conditions, smaller NBFCs face relatively higher borrowing costs.
- **Competitive Market Environment:** Increased activity from larger NBFCs and banks in MSME and retail lending could exert pressure on margins.
- **Regulatory Compliance:** Rising compliance expectations under the SBR framework will demand continued investment in governance and reporting mechanisms.

### CONCLUSION

The NBFC sector is poised for regulated growth in FY 2025–26. UFSL, with its strategic focus on MSME and green finance, strong capital structure, and disciplined risk management, is well placed to capitalize on emerging opportunities while navigating potential challenges effectively.

### RISKS AND CONCERNS

Usha Financial Services Limited (UFSL) operates in a dynamic environment where multiple financial, operational, and external risks can impact performance. The company has a comprehensive risk management

framework, overseen by the Board and its Risk Management Committee, to identify, monitor, and mitigate risks effectively.

#### ➤ **Credit Risk**

- **Nature of Risk:** Credit risk remains the most significant risk, arising from potential default by borrowers, especially in MSME and retail segments.
- **Impact:** Rising delinquencies can increase provisioning requirements and impact profitability. For FY 2025, NBFC sector GNPA averaged around 5–6%.
- **Mitigation:** UFSL employs risk-based pricing, conservative LTV ratios, and continuous monitoring, including stress testing of its loan book.

#### ➤ **Funding and Liquidity Risk**

- **Nature of Risk:** UFSL relies significantly on external borrowings. Volatility in funding markets or tightening of liquidity can raise costs.
- **Impact:** Higher funding costs compress margins; liquidity shortages may restrict disbursements.
- **Mitigation:** UFSL maintains liquidity coverage above regulatory requirements and holds a liquidity buffer (approx. 8–10% of assets).

#### ➤ **Interest Rate Risk**

- **Nature of Risk:** Interest rate fluctuations affect funding cost and asset yields.
- **Impact:** Sudden rate increases can compress Net Interest Margins (NIMs).
- **Mitigation:** UFSL uses ALM (Asset-Liability Management) practices and periodically adjusts lending/borrowing mix.



### ➤ **Regulatory and Compliance Risk**

- Nature of Risk: Frequent regulatory changes under the RBI Scale-Based Regulatory (SBR) Framework increase compliance demands.
- Impact: Non-compliance could result in penalties or restrictions.
- Mitigation: UFSL has a dedicated compliance team, regular audits, and board-level oversight.

### ➤ **Operational Risk**

- Nature of Risk: Risks from process failures, internal control lapses, or fraud.
- Impact: Financial losses and reputational damage.
- Mitigation: UFSL invests in process standardization, staff training, and robust internal controls.

### ➤ **Competitive Risk**

- Nature of Risk: Competition from large NBFCs, fintechs, and banks in MSME/retail lending segments.
- Impact: Could lead to margin compression and market share loss.
- Mitigation: UFSL focuses on niche lending, customer relationships, and risk-based pricing.

### ➤ **Macroeconomic and External Risks**

- ✓ Nature of Risk: Economic slowdowns, inflation, and global disruptions may affect credit demand and repayment.
- ✓ Impact: Stress on asset quality and slower growth.
- ✓ Mitigation: UFSL adopts conservative provisioning policies and continuously

reassesses exposure to sensitive sectors.

### ➤ **Emerging Risks**

- **Cybersecurity Risk:** Growing reliance on digital processes across the NBFC industry has increased cybersecurity threats. UFSL is strengthening IT security and incident response frameworks.
- **ESG and Reputational Risk:** Rising stakeholder focus on ESG standards necessitates proactive integration of ESG considerations into business practices.

## **CONCLUSION**

While risks are inherent to the NBFC business model, UFSL's risk management framework—supported by stress testing, strong provisioning, and board oversight—ensures resilience. The company's focus on capital adequacy, asset quality, and governance positions it to navigate uncertainties effectively.

## **HUMAN RESOURCES**

The Company views its people as its most valuable asset and a key driver of sustainable growth. Focus remained on building a skilled, motivated, and adaptable workforce. Efforts were also made to promote an inclusive and collaborative culture, encouraging open communication and teamwork across all levels. The Company remains committed to employee well-being, professional development, and fostering an environment that enables individuals to realize their full potential. As on March 31, 2025, there were total 45 employees on the payroll of the company.

## DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Particulars	As at March 31, 2025	As at March 31, 2024	% Change	Explanation
<b>Current Ratio</b>	2.48	1.83	35.45%	Decrease in Current Liabilities
<b>Debt-Equity Ratio</b>	0.87	1.71	-48.85%	Increase in Equity through IPO
<b>Interest Coverage Ratio</b>	1.78	1.58	12.39%	Decrease in Finance Cost
<b>Return on Net Worth</b>	8.70%	13.55%	-35.78%	Increase in Equity through IPO
<b>Net profit ratio</b>	23.14%	20.23%	14.40%	Decrease in Expenses

\* Since Debtors Turnover and Inventory Turnover Ratios are trading or manufacturing sector specific, these are not provided.

## INTERNAL FINANCIAL CONTROL

UFSL has established a robust Internal Financial Control framework to ensure financial accuracy, safeguard assets, prevent fraud and maintain regulatory compliance. The framework includes risk assessment, control activities and monitoring mechanisms, with oversight from the Board of Directors through the Audit Committee. Regular internal audits and risk-based reviews help identify control weaknesses and enable timely corrective actions.

The Company enforces stringent financial controls across all business processes, including revenue recognition, expense management, procurement and financial reporting. Technology-driven solutions enhance accuracy and efficiency, reinforcing transparency, accountability and long-term financial stability while ensuring compliance with regulatory standards.

## INTERNAL CONTROL SYSTEMS

The operational effectiveness of internal controls, risk management practices and governance systems are reflected in the measures implemented by management. These systems ensure compliance, mitigate risks and enhance overall organisational stability.

The internal audit function plays a crucial role in strengthening organisational resilience by identifying potential risks and evaluating mitigation strategies. The function also conducts audits across all business lines, including retail branch network audits, centralised audits, business audits, concurrent audits and special reviews. Insights gained from these audits have helped management enhance adherence to policies, processes and regulatory guidelines while strengthening the overall control environment. Additionally, audit findings are regularly shared with senior leadership,

enabling proactive decision-making and continuous improvements in risk management and governance frameworks.

### **DISCLOSURE OF ACCOUNTING TREATMENT**

Since the company has not followed any

treatment in the preparation of financial statements that is different from that prescribed in the Accounting Standards, therefore no such fact has been disclosed in the financial statements. The financial statements have been prepared in accordance with the applicable accounting standards.

**FOR AND ON BEHALF OF THE BOARD  
USHA FINANCIAL SERVICES LIMITED**

**Sd/-  
Rajesh Gupta  
Managing Director  
DIN: 01941985  
Address: B-191, Yojna Vihar,  
Delhi 110092**

**DATE: 02.09.2025  
PLACE: DELHI**

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**DATE: 02.09.2025  
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## **CORPORATE GOVERNANCE REPORT**

### **A BRIEF STATEMENT ON ENTITY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The company firmly believe that robust corporate governance is the bedrock of sustainable value creation for all our stakeholders. As a listed Non-Banking Financial Company (NBFC), we operate within a highly regulated environment, and our commitment to the highest standards of transparency, accountability and ethical conduct is paramount. Our corporate governance philosophy extends beyond mere compliance; it is deeply embedded in our culture and decision-making processes, guiding us in serving the interests of our shareholders, customers, employees, regulators and the community at large.

### **CORE PRINCIPLES OF OUR CORPORATE GOVERNANCE PHILOSOPHY**

Our corporate governance framework is built upon the following fundamental principles:

#### **1. TRANSPARENCY AND DISCLOSURE:**

- **Open Communication:** We are committed to communicating all material developments and financial performance in a timely, meaningful, and truthful manner to all stakeholders, in accordance with applicable disclosure norms prescribed by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI).
- **Clarity in Reporting:** Our financial statements and other disclosures will be clear, concise, and accurately reflect our financial health and

operational performance, avoiding ambiguity and misleading information.

- **Proactive Information Sharing:** We aim to go beyond minimum regulatory requirements by proactively sharing relevant information that enables informed decision-making by our stakeholders.

#### **2. ACCOUNTABILITY & RESPONSIBILITY:**

- **Board Oversight:** The Board of Directors holds the ultimate responsibility for ensuring robust corporate governance. It provides strategic direction, oversees the performance of the Company and its management, and safeguards the long-term interests of all stakeholders.
- **Management Accountability:** The management is accountable to the Board for the day-to-day operations and for implementing the Board's directives and strategies in an ethical and efficient manner.
- **Individual Responsibility:** Every employee, from the Board to the operational staff, is expected to uphold the highest ethical standards and act with integrity in all dealings.

#### **3. FAIRNESS AND EQUITY:**

- **Equal Treatment of Shareholders:** We are committed to treating all shareholders, irrespective of their shareholding, fairly and equitably. This includes ensuring equal access to information and equal opportunities to participate in corporate decisions.



- **Protection of Stakeholder Interests:** Beyond shareholders, we are dedicated to protecting the interests of all our stakeholders, including customers (through fair practices and responsible lending), employees (through fair employment practices and a safe working environment), and the wider community.
- **Prevention of Conflicts of Interest:** Robust policies and procedures are in place to identify, mitigate, and manage potential conflicts of interest among directors, management, and other stakeholders.

#### 4. INDEPENDENCE AND EFFECTIVENESS OF THE BOARD:

- **Optimal Board Composition:** Our Board comprises an optimal combination of Executive, Non-Executive, and Independent Directors, ensuring a balance of expertise, experience, and perspectives. We strive for board diversity, including gender diversity, as mandated by regulations and best practices.
- **Role of Independent Directors:** Independent Directors play a crucial role in bringing objectivity and independent judgment to Board deliberations. They oversee the company's performance, and ensure transparency in decision-making. Their "fit and proper" status is continuously monitored as per RBI guidelines.
- **Strong Board Committees:** Essential committees such as Audit Committee, Nomination and Remuneration Committee and Risk Management Committee are constituted with clearly defined roles and responsibilities, comprising independent directors to

enhance oversight & specialized governance.

#### 5. RISK MANAGEMENT AND INTERNAL CONTROLS:

- **Robust Risk Framework:** We have a comprehensive risk management framework in place to identify, assess, monitor, and mitigate various risks, including credit risk, operational risk, market risk, and cyber risk. This framework is regularly reviewed by the Audit Committee.
- **Effective Internal Controls:** We maintain a strong system of internal controls to ensure the accuracy of financial reporting, compliance with laws and regulations, and the protection of assets.
- **Independent Audit:** We ensure independent internal and external audits to provide an objective assessment of our financial reporting and internal control systems.

#### 6. ETHICAL CONDUCT & COMPLIANCE:

- **Code of Conduct:** A comprehensive Code of Conduct applies to all directors, management, and employees, outlining expected ethical behavior and standards of integrity.
- **Compliance Culture:** We foster a strong compliance culture throughout the organization, ensuring adherence to all applicable laws, rules, regulations, and internal policies, particularly those issued by the RBI and SEBI for NBFCs.
- **Whistleblower Policy:** A robust policy encourages reporting of any unethical conduct or violations without fear of retaliation, promoting a culture of openness and accountability.

## 7. SUSTAINABILITY AND SOCIAL RESPONSIBILITY:

- **Long-Term Value Creation:** Our governance philosophy is geared towards long-term sustainable growth, balancing profitability with responsible business practices.
- **Environmental, Social, and Governance (ESG) Considerations:** We integrate relevant ESG considerations into our decision-making, recognizing our responsibility towards the environment, society, and good governance practices.

## 8. IMPLEMENTATION AND REVIEW

Our corporate governance philosophy is implemented through:

- Clearly defined policies and procedures, approved by the Board.
- Regular Board and Committee meetings with active participation from all directors.
- Periodic review of our governance framework to adapt to evolving regulatory landscapes and industry best practices.

UFSL is steadfast in its commitment to upholding the highest standards of corporate governance. We believe that a strong governance framework is not just a regulatory requirement but a strategic imperative that builds trust, fosters stability and drives sustainable success for our company and all its stakeholders. We are dedicated to continuous improvement in our governance practices, ensuring they remain robust, dynamic and aligned with our vision of being a responsible and leading NBFC.

## BOARD OF DIRECTORS

At Usha Financial Services Limited, our approach to corporate governance is designed to foster transparency, accountability, and sustained stakeholder confidence. The Board of Directors plays an active and independent role in guiding strategic direction while ensuring that governance standards evolve continuously to address emerging risks beyond traditional business concerns.

The Board fully embraces its fiduciary duties, maintaining a strong commitment to acting in the best interest of shareholders and all key stakeholders. To ensure the effective execution of its policies and vision, the Board has delegated appropriate authority to senior leadership while establishing robust oversight mechanisms to monitor performance and compliance.

Our governance framework is built around the principle of long-term value creation. The Board, along with its specialized committees, applies sound business judgment to oversee the organization's operations, ethical conduct, and financial health. Operational responsibilities rest with the Managing Director and a skilled leadership team who manage daily activities within the strategic framework set by the Board.

To address various operational and strategic risks, including those related to internal controls and fraud, the company has implemented a comprehensive risk management system. This framework is continuously reviewed by management and undergoes formal assessment by the Audit and Risk Committees and the Board on a half-yearly basis, ensuring proactive identification and mitigation of risks.

**a COMPOSITION AND CATEGORY OF DIRECTORS:**

The Board of Directors at Usha Financial Services Limited has been structured in alignment with the provisions of the Companies Act, 2013. The composition of Board of Directors is as follows:

Sr. No.	Category	No. of Director(s)
1	Executive Director	3
2	Non-Executive & Non- Independent Director	1
3	Non-Executive & Independent Director (including a Woman Director)	2

The Board comprises a balanced blend of executive, non-executive, and independent directors, including a woman independent director, to promote diversity of thought and ensuring a balance of expertise, experience and perspectives. This structure ensures sound decision-making and effective management across all levels of the organization. We strive for board diversity, including gender diversity, as mandated by regulations and best practices.

Further, the applicability of the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to the composition of Board of Directors became effective from August 20, 2025 after successful implementation of the bonus issue of equity shares. The company ensures the compliance with the provisions of the said regulation within the prescribed time.

**b NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS HELD DURING THE YEAR AND THE DATES ON WHICH SUCH MEETINGS HELD**

During the year under review, the Board of Directors of the Company met 20 (Twenty) times during the Financial Year ended March 31, 2025 that are mentioned below:

- 30.04.2024      • 01.06.2024      • 07.06.2024      • 12.06.2024
- 02.07.2024      • 05.07.2024      • 11.07.2024      • 16.08.2024
- 30.08.2024      • 28.09.2024      • 03.10.2024      • 07.10.2024
- 14.10.2024      • 23.10.2024      • 29.10.2024      • 29.10.2024
- 14.12.2024      • 31.01.2025      • 26.03.2025      • 31.03.2025

The maximum gap between any two consecutive meetings was less than 120 (One Hundred and Twenty) days, as stipulated under Section 173 of the Act, Regulation 17 of the SEBI LODR Regulations and Secretarial Standard - 1 as issued by the Institute of Company Secretaries of India ("ICSI").

In case of any exigency/ emergency, resolutions were passed by circulation also. The dates on which circular resolutions were passed by the company are as follows:

- 1.Circular Resolution No. 01 and 02 dated 07th January, 2025;
- 2.Circular Resolution No. 03 and 04 dated 12th February, 2025;
- 3.Circular Resolution No. 05 dated 12th March, 2025.

During the F.Y. 2024-25, many meetings of Board of Directors was convened at shorter notice with consent of all Board Members and Independent Directors were also present in that meeting. Further, resolutions passed by circulation were taken on record by the Board in next meeting.

**c NAMES AND CATEGORIES OF THE DIRECTORS ON THE BOARD, THEIR ATTENDANCE AT BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2024-25 AND AT THE LAST ANNUAL GENERAL MEETING (“AGM”), NAME OF OTHER LISTED ENTITIES IN WHICH THE DIRECTOR IS A DIRECTOR AND THE CATEGORY OF DIRECTORSHIPS AND COMMITTEE CHAIRPERSONSHIPS / MEMBERSHIPS HELD BY THEM IN OTHER PUBLIC COMPANIES AS ON MARCH 31, 2025 ARE HEREIN GIVEN BELOW:**

Name of the director (DIN)	Category	Designation	Director Since	No. of Board Meetings		Whether attended the last AGM held on 28 the September, 2024	Total Number of other Directorship Held	No. of Chairmanship / Membership Held in other Public Companies	
				Held	Attended			Chairman	Member
<b>Mr. Rajesh Gupta</b> (DIN: 01941985)	Promoter and Executive	Chairman cum Managing Director	18/03/2015	20	20	YES	15	0	2
<b>Mr. Anoop Garg</b> (DIN: 01941972)	Promoter and Executive	Director	15/06/2015	20	13	YES	9	0	0
<b>Mrs. Geeta Goswami</b> (DIN: 07810522)	Promoter, and Executive	Director and CEO	03/05/2017*	20	20	YES	3	0	0
<b>Mrs. Nupur Gupta</b> (DIN: 09305281)	Promoter, Non-Executive & Non-Independent	Director	10/08/2022	20	17	YES	2	0	1
<b>Mr. Pankaj Jain</b> (DIN: 00257801)	Non-Executive & Independent	Director	10/06/2024	20	14 <sup>@</sup>	YES	0	0	0
<b>Mrs. Nimisha Jain</b> (DIN: 10651632)	Non-Executive & Independent	Director	10/06/2024	20	14 <sup>@</sup>	YES	3	0	0



\* Mrs. Geeta Goswami was appointed as CEO of the company w.e.f. 12.06.2024.

@ Mr. Pankaj Jain and Mrs. Nimisha Jain were appointed on the board w.e.f. 10th June, 2024. Therefore, they were eligible to attend only the meetings held after their appointment.

# The names of the other listed entities where the directors are holding directorship as at 31<sup>st</sup> March, 2025 are given below:

Name of the Director	Name of the listed entity	Category of directorship
Mr. Rajesh Gupta	Nupur Recyclers Limited*	Promoter and Managing Director
Mrs. Nupur Gupta	Nupur Recyclers Limited*	Promoter and Non-Executive Director

\* Excludes directorship(s) held in foreign, Partnership Firms, LLP, HUF, Sole Proprietorships and Association of Individuals (Trust, Society etc).

**d Disclosure of relationships between Directors inter-se:**

Mr. Rajesh Gupta, Chairman cum Managing Director of the Company, is related to Mr. Anoop Garg and Mrs. Nupur Gupta in the following manner:

- Mr. Anoop Garg (Promoter and Executive Director) is brother of Mr. Rajesh Gupta and
- Mrs. Nupur Gupta (Promoter, Non- Executive & Non- Independent Director) is daughter of Mr. Rajesh Gupta.

Otherwise as disclosed herein, there are no inter-se relationships among the Board Members.

**e Number of Shares and Convertible Instruments held by Non-Executive Directors:**

Name of the Director	Category	No. of Equity Shares held as on 31 <sup>st</sup> March 2025	No. of Convertible Instruments Held
Mrs. Nupur Gupta	Promoter, Non-Executive & Non-Independent Director	24,450	NA

**f Familiarisation Programmes imparted to Independent Directors:**

The Company is privileged to be guided by two experienced Independent Directors, each bringing a wealth of expertise spanning several decades across key domains such as financial services, corporate governance, risk management, analytics, and strategic leadership. Their deep understanding of the industry, combined with insights into evolving market dynamics, ensures they are well-positioned to contribute meaningfully to the Company's growth and oversight.

To ensure that directors remain fully informed and engaged, the Company ensures to make

every new Director familiar with the company by providing documents upon appointment which includes:

- A welcome letter;
- The latest Annual Report and financial statements;
- A briefing on corporate governance expectations and regulatory compliance obligations;
- A copy of the Company's Code of Conduct, outlining the values, ethical standards, and expectations from Directors, particularly Independent Directors.

Familiarisation is not a one-time event but an integrated part of the quarterly board and committee meetings. These sessions include detailed presentations on operational performance, industry developments, regulatory updates, and

strategic initiatives.

To ensure ongoing relevance and effectiveness, all Directors participate in periodic review sessions and compliance updates, which are designed to strengthen their understanding of the business and enhance governance quality.

#### **g. Core Skills / Expertise / Competencies**

In terms of Listing Regulations, the following are the list of core skills/expertise/competencies identified by the board in the context of the company's business and sector for effective functioning:

- ✓ Finance
- ✓ Strategy, planning and marketing
- ✓ Technology
- ✓ Governance and Risk
- ✓ Management
- ✓ Leadership

The names of directors who have the above skills/expertise/competencies are as follows:

Name of the director	Skills/ expertise/ competencies
<b>Mr. Rajesh Gupta</b>	Leadership, Finance, Strategy, planning and marketing, Management, Governance and Risk, Technology
<b>Mrs. Geeta Goswami</b>	Leadership, Finance, Strategy, planning and marketing, Management, Governance and Risk, Technology
<b>Mr. Anoop Garg</b>	Leadership, Finance, Governance and Risk, Technology
<b>Mrs. Nupur Gupta</b>	Finance Management, Governance and Risk, Technology
<b>Mr. Pankaj Jain</b>	Finance, Risk Management, Compliance and Corporate Governance
<b>Mrs. Nimisha Jain</b>	Compliance and corporate Governance, Leadership, Management

**h. Confirmation that in the opinion of the Board, the independent director fulfils the conditions specified in the regulations and are independent of the management.**

#### **❖ Declaration by Independent Director**

All the Independent Director have verified their adherence to the independence standards set forth in Section 149(6) of the Companies Act.

Furthermore, a declaration has been furnished by each Independent Director confirming that they do not engage in any pecuniary relationships or transactions with the Company, its Promoters, the Promoter Group, or the Management that could, in any manner, compromise their independence or judgement. In the Board's assessment, the Independent Directors are individuals of integrity who satisfy the conditions stipulated in the relevant regulations and other applicable laws, and they maintain independence from the management. The complete terms and conditions of their appointment are published on the Company's website at <https://www.ushafinancial.com/assets/images/investor-relations/policies/policy-on-terms-conditions-for-ids.pdf>

#### ❖ **Separate meeting of Independent Directors**

In accordance with the requirement under Section 149(8) and Schedule IV of the Act, the independent directors had a separate meeting on 31<sup>st</sup> March, 2025, without the presence of non-independent directors and management team along with other matters. Independent Directors discussed the below mentioned matters in that meeting:

- ✓ review of performance of Non-Independent Directors and the Board as a whole;
- ✓ review of performance of the Committees; and
- ✓ assess the quality, quantity and timeliness of flow of information between the Management of the Company and the Board that was

necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

#### ❖ **Performance evaluation of the Board, its committees and individual Directors**

In adherence to robust governance principles guided by the Companies Act (Sections 134, 149, 177, 178, and Schedule IV), our Company has implemented a comprehensive framework for performance evaluation. This framework sets criteria for appraising the effectiveness of the entire Board, its various Committees, the Chairperson, and each individual Director.

Our evaluation process involved a detailed questionnaire, scrutinizing aspects like its responsibilities, the efficiency of information flow, and engagement in meetings. For individual Directors, assessments considered their level of participation, the exercise of independent judgment, and their grasp of the company's business operations.

The Board and its essential Committees underwent evaluation by all Directors, including members of the Nomination and Remuneration Committee. Crucially, the performance of each Independent Director was assessed by the entire Board, excluding the director under review, ensuring an objective perspective. The Managing Director and other directors are being evaluated individually by the Independent Directors.

These evaluation outcomes were extensively deliberated across key forums: the Board of Directors, the Nomination and Remuneration Committee, and a dedicated meeting of the Independent Directors. We're pleased to note the Directors expressed satisfaction with the overall corporate performance.

**i. Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his/her tenure along with a confirmation by such director that there is no other material reason other than those provided.**

During the financial year 2024-2025, none of the Independent Directors had resigned from the Board of Directors of the Company.

## COMMITTEES OF THE BOARD

To ensure focused oversight and effective governance across critical areas of the business, the Board of Directors has established a robust committee structure. These committees are designed to support the Board in fulfilling its strategic, fiduciary, and regulatory responsibilities with diligence and transparency. The Company currently operates through four key Board-level committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee

In addition, in compliance with the Reserve Bank of India's Master Directions and other regulatory requirements, the Board has

constituted the following specialized committees:

- Asset Liability Management (ALM) Committee
- Internal Complaints Committee (ICC)

In addition to the above-mentioned mandatory committees, the board has also constituted following committee for the purpose of reviewing various financial matters concerning the Company, to borrow/ avail various credit facilities to further make recommendations to the Board regarding such matters and also delegated certain more powers in accordance with the terms of reference:

- Finance Committee

Each committee is established with a clearly defined charter or terms of reference, outlining its scope, authority, and responsibilities. These terms of reference are approved by the Board at the time of constitution and are periodically reviewed to ensure continued alignment with the evolving regulatory landscape, business priorities, and industry best practices.

All committees operate under delegated authority from the Board and function independently while providing their findings and recommendations for final review and approval. The Board closely monitors the performance and effectiveness of each committee through regular updates and deliberations.

During the reporting year, all committee recommendations submitted to the Board were duly considered and accepted, reflecting the Board's trust in the committee process and the high standard of governance maintained across all levels of the Company.



## AUDIT COMMITTEE

The Audit committee of the Company has been constituted in line with the provision of Regulation 18 and Schedule II of SEBI LODR Regulations, Section 177 of the Companies Act, 2013 and RBI Master Directions, as amended from time to time.

The Audit Committee serves as a critical pillar of the Company's governance framework, functioning as an independent and effective link between the Board of Directors, statutory auditors, internal auditors, and senior management. The Committee plays a vital role in ensuring transparency, accountability, and integrity in the Company's financial and operational reporting processes.

### COMPOSITION, NAME OF MEMBERS, MEETINGS AND ATTENDANCE DURING YEAR:

As on 31st March, 2025, the committee

comprises of three (3) directors: 2 (Two) Non-Executive and Independent, and 1 (One) Promoter, Executive and Non-Independent. The Chairman of the committee is the Independent Director, with our Company Secretary and Compliance Officer officiates as Secretary of the Committee. The quorum for meetings requires either two members or one-third of the total, whichever is greater, and must include at least two Independent Directors. Every member is financially literate and brings relevant expertise.

During the financial year 2024-25, the members of Audit Committee met four times: 05th July, 2024, 07th October, 2024, 30th January, 2025, 24th March, 2025. The gap between all the meetings was less than 120 days. Key personnel, including the Chairman and various financial and business heads, were regularly invited to these sessions.

The composition of Audit Committee and details of meetings attended by the members are given below: -

Name of Member	Designation	Member of Committee since	No. of meetings		% of attendance
			Held	Attended	
Mr. Pankaj Jain	Chairman	02.07.2024	4	4	100
Mrs. Nimisha Jain	Member	02.07.2024	4	4	100
Mr. Rajesh Gupta	Member	02.07.2024	4	4	100

### TERMS OF REFERENCE:

The terms of reference of Audit Committee are very wide and in line with the regulatory requirements mandated by the Act and Part C of Schedule II of SEBI LODR Regulations, as amended.

The terms of reference of Audit Committee includes the following:

### ROLES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if

required, the replacement or removal of the statutory auditor and the fixation of audit fees.

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and the auditors' report thereon before submission to the board for approval, with particular reference to:
  - matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
- Reviewing, with management, the statement of uses/application of funds raised through an issue (public issue, rights issue, etc.), statement of funds utilized for purposes other than those stated in offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right

issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors on any significant findings, follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.

- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

#### **THE AUDIT COMMITTEE ALSO ENJOYS THE FOLLOWING POWERS:**

- a. To investigate any activity within its terms of reference;
- b. To seek information from any employee;
- c. To obtain outside legal or other professional advice;
- d. To secure attendance of outsiders with relevant expertise if it considers necessary;
- e. The audit committee may invite such of the executives as it considers appropriate (and particularly head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer.

#### **AUDIT COMMITTEE SHALL MANDATORILY REVIEW FOLLOWING INFORMATION:**

- ☐ Management Discussion and Analysis of financial condition and results of operations.
- ☐ Management letters/letters of internal control weaknesses issued by the statutory auditors.
- ☐ Internal audit reports relating to internal control weaknesses.
- ☐ The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- ☐ Statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s).
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).
- ☐ The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meeting of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

## NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (“NRC”) of the Company has been constituted in line with the provisions of Section 178 of the Act, read with Regulation 19 and Schedule II of the SEBI LODR Regulations and RBI Master Directions, as amended from time to time.

NRC identifies and recommends the persons who are qualified to be appointed as directors or appointed as part of Senior Management and ensures/determines fit and proper attributes/qualifications of proposed/existing Directors.

NRC under the guidance of the Board has formulated the criteria and framework for the performance evaluation of every Director on the Board, including the Executive and Independent Directors.

**The composition of Nomination and Remuneration Committee and details of meetings attended by its members are given below: -**

Name of Member	Designation	Member of Committee since	No. of meetings		% of attendance
			Held	Attended	
<b>Mrs. Nimisha Jain</b>	Chairperson	02.07.2024	1	1	100
<b>Mr. Pankaj Jain</b>	Member	02.07.2024	1	1	100
<b>Mrs. Nupur Gupta</b>	Member	27.05.2023	1	1	100

### TERMS OF REFERENCE:

The terms of reference of Nomination and Remuneration Committee (NRC) are very wide and in line with the regulatory requirements mandated by the Act and under Regulation 19(4) read with Part D of Schedule II of the SEBI LODR Regulations, as amended.

The terms of reference of Audit Committee

## COMPOSITION, NAME OF MEMBERS, MEETINGS AND ATTENDANCE DURING THE YEAR:

As on 31<sup>st</sup> March, 2025, Nomination and Remuneration Committee consisted of 3 (three) directors: 2 (Two) Non-Executive and Independent and 1 (one) Promoter, Non-Executive and Non-Independent. In accordance with the provisions of Regulation 19 of the SEBI LODR Regulations, the Chairperson of the committee is a Non-Executive and Independent Director. The Company Secretary and Compliance Officer officiates as Secretary to the committee. The quorum for meetings requires either two members or one-third of the total, whichever is higher, and must include at least one Independent Directors in attendance.

During the financial year 2024-25, the Nomination and Remuneration Committee met once on 22<sup>nd</sup> July, 2024.

includes the following:

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
- For every appointment of an independent director, the Nomination and



Remuneration Committee shall evaluate balance of skills, knowledge and experience on Board and on basis of such evaluation, prepare a description of role and capabilities required of an independent director. The person recommended to Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of the Board of Directors.
  - Devising a policy on diversity of the Board of Directors.
  - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
  - Recommend to the board, all remuneration, in whatever form, payable to senior management.
  - Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
  - Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

## **PERFORMANCE EVALUATION CRITERIA FOR BOARD OF DIRECTORS:**

Our company operates under a performance evaluation framework in compliance with Section 178 of the Companies Act and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations. This framework, developed through the recommendation of the Nomination and Remuneration Committee (NRC) and subsequently approved by the Board, encompasses a comprehensive evaluation of the Chairman, Independent Directors, Non-Executive Directors, Executive Directors, the Board as a collective, and all Board Committees.

The performance assessment of Independent Directors is specifically conducted by the Board of Directors, utilizing criteria proposed by the NRC. Key evaluation metrics include meeting preparedness, ideation capabilities, and oversight of corporate governance, value addition, decision-making quality, conflict of interest management, and adherence to the code of conduct.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee ("SRC") of the Company has been constituted in line with the provisions of Section 178(5) of the Companies Act and Regulation 20 and Part D of Schedule II of SEBI LODR Regulations. The purpose of SRC is to specifically look into various aspects of interest of Members, debenture holders and security holders.

## COMPOSITION, NAME OF MEMBERS, MEETINGS AND ATTENDANCE DURING THE YEAR:

As on 31st March, 2025, Stakeholders Relationship Committee (SRC) of the company consist of three distinguished directors as follows:

- 2 (Two) Non-Executive & Independent Directors, bringing objective oversight.
- A Promoter, Executive & Non-Independent Director ensuring deep institutional knowledge.

In accordance with the provisions of Section 178(5) of the Companies Act and Regulation 20 of SEBI LODR, the committee is chaired by a Non-Executive Director. Ms. Kritika, Company Secretary and Compliance Officer of the company provides crucial support as the committee's Secretary.

In the financial year 2024-25, the SRC held one meeting on March 31, 2025.

**The composition of Stakeholders Relationship Committee and details of meetings attended by its members are given below: -**

Name of Member	Designation	Member of Committee since	No. of meetings		% of attendance
			Held	Attended	
<b>Mrs. Nimisha Jain</b>	Chairperson	02.07.2024	1	1	100
<b>Mr. Pankaj Jain</b>	Member	02.07.2024	1	1	100
<b>Mr. Rajesh Gupta</b>	Member	02.07.2024	1	1	100

## TERM OF REFERENCE:

The terms of reference of SRC are wide enough to cover the matters specified under Regulation 20 and Part D of Schedule II of SEBI LODR Regulations, as amended.

Terms of reference for SRC includes the following:

- Resolving the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.;
- Review of measures taken for effective

exercise of voting rights by shareholders;

- Review of adherence to service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Resolving grievances of debenture holders related to creation of charge, payment of interest/ principal, maintenance of security cover and any other covenants.

## Investors Complaints received during the financial year 2024-25:

No. of investor complaints pending at the beginning of the financial year	No. of investor complaints received during the financial Year	No. of investor complaints disposed off during the financial year	No. of investor complaints not solved to the satisfaction of shareholders	No. of investor complaints pending at the end of the financial year
0	1	1	0	0

## RISK MANAGEMENT COMMITTEE

To ensure robust governance and protect our interests, the company has established a dedicated Risk Management Committee (RMC). This committee operates in accordance with the provisions of Regulation 21 and Part D of Schedule II of the SEBI (LODR) Regulations, as well as the updated RBI Master Directions.

A key priority for the company is to enhance its sensitivity to risk assessment and refine its methodologies for risk computation.

The Committee is tasked with a broad range of responsibilities, including the oversight and continuous review of our risk management plan. Its purview extends to critical areas such as operational risk, credit risk, and integrity risk, alongside safeguarding against cyber security threats. The committee is instrumental in developing and

implementing strategic measures to mitigate all business-related risks.

## COMPOSITION, NAME OF MEMBERS, MEETINGS AND ATTENDANCE DURING THE YEAR

As on March 31, 2025, our Risk Management Committee (RMC) comprises three Directors including one Non-Executive & Independent Director and two Promoter, Executive & Non-Independent Director.

The RMC is chaired by an Executive Director of the Company. The Company Secretary and Compliance Officer officiates as the committee's Secretary. A quorum of two members or one-third of its total members, whichever is higher, is required and must include at least one Board member.

In the financial year 2024-25, the RMC met once on March 26, 2025 to manage risk of the company for all ongoing commitment.

**The composition of Risk Management Committee and details of meetings attended by its members are given below: -**

Name of Member	Designation	Member of Committee since	No. of meetings		% of attendance
			Held	Attended	
Mrs. Geeta Goswami	Chairperson	27.05.2023	1	1	100
Mrs. Nimisha Jain	Member	02.07.2024	1	1	100
Ms. Rajesh Gupta	Member	27.05.2023	1	1	100

*\*Mrs. Geeta Goswami was member since 27.05.2024 but in the meeting of Board of Directors held on 31.01.2025, the committee got restructured and Mrs. Geeta Goswami become the Chairperson of Committee.*

## **TERM OF REFERENCE:**

The terms of reference of RMC are wide enough to cover the matters specified for RMC under Regulation 21 and Schedule II of SEBI LODR Regulations and in terms of RBI Master Directions, as amended.

Terms of reference for RMC includes:

## **Roles:**

- To formulate a detailed risk management policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by the entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c. Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- To periodically review risk management policy, at least once in 2 years, including by considering changing industry dynamics and evolving complexity.
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- To assess the Company's risk profile and key areas of risk in particular.
- To recommend the Board and adoption of risk assessment and rating procedures.
- To articulate the Company's policy for the oversight and management of business risks.
- To examine and determine the sufficiency of the Company's internal processes for reporting on and managing key risk areas.
- To assess and recommend the Board acceptable levels of risk.
- To develop and implement a risk management framework and internal control system.
- To review the nature and level of insurance coverage.
- To have special investigations into areas of corporate risk and break-downs in internal control.
- To review management's response to the Company's auditors' recommendations those are adopted.
- To report the trends on the Company's risk profile, reports on specific risks and the status of the risk management process.



## Responsibility:

- ❑ To define the risk appetite of the organization.
- ❑ To exercise oversight of management's responsibilities, and review the risk profile of the organization to ensure that risk is not higher than the risk appetite determined by the board.
- ❑ To ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- ❑ To assist the Board in setting risk strategies, policies, frameworks, models and procedures in liaison with management and in the discharge of its duties relating to corporate accountability and associated risk in terms of management assurance and reporting.
- ❑ To review and assess the quality, integrity and effectiveness of the risk management systems and ensure that the risk policies and strategies are effectively managed.
- ❑ To review and assess the nature, role, responsibility and authority of the risk management function within the Company and outline the scope of risk management work.
- ❑ To ensure that the Company has implemented an effective ongoing process to identify risk, to measure its potential impact against a broad set of assumptions and then to activate what is necessary to pro-actively manage these risks, and to decide the Company's appetite or tolerance for risk.
- ❑ To ensure that a systematic, documented assessment of processes and outcomes surrounding key risks is undertaken at least annually for the purpose of making its public statement on risk management including internal control.
- ❑ To oversee formal reviews of activities associated with the effectiveness of risk management and internal control processes. A comprehensive system of control should be established to ensure that risks are mitigated and that the Company's objectives are attained.
- ❑ To review processes and procedures to ensure the effectiveness of internal systems of control so that decision-making capability and accuracy of reporting and financial results are always maintained at an optimal level.
- ❑ To monitor external developments relating to the practice of corporate accountability and the reporting of specifically associated risk, including emerging and prospective impacts.
- ❑ To provide an independent and objective oversight and view of the information presented by the management on corporate accountability and specifically associated risk, also taking account of reports by the Audit Committee to the Board on all categories of identified risks facing by the Company.
- ❑ To review the risk bearing capacity of the Company in light of its reserves, insurance coverage, guarantee funds or other such financial structures.
- ❑ To fulfil its statutory, fiduciary and regulatory responsibilities.
- ❑ To ensure that the risk awareness culture is pervasive throughout the organization.
- ❑ To review issues raised by Internal Audit that impact risk management framework.
- ❑ To ensure that infrastructure, resources and systems are in place for risk management is adequate to maintain a satisfactory level of discipline.
- ❑ The Board shall review the performance of the risk management committee annually.

- ❑ Perform other activities related to risk management as requested by the Board of Directors or to address issues related to any significant subject within its term of reference.
- ❑ Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

### ASSET LIABILITY MANAGEMENT COMMITTEE

The Company's Asset Liability Management (ALM) Committee has been formally constituted in full compliance with the directives set forth by the Reserve Bank of India (RBI). These directives are detailed in their "Guidelines on Asset Liability Management System for NBFCs,"

### The scope of ALM function is as follows:

- ✓ Liquidity risk management
- ✓ Management of market risks
- ✓ Funding and capital planning
- ✓ Profit planning and growth projection.
- ✓ Forecasting and analysing 'What if scenario' and preparation of contingency plans.

### COMPOSITION, NAME OF MEMBERS, MEETINGS AND ATTENDANCE DURING THE YEAR

As on March 31, 2025, the Asset Liability Management Committee (ALM Committee) comprises of three members including one Promoter & Executive Director and remaining 2 (two) members are other officials of the Company.

In the financial year 2024-25, the members of ALM Committee met four times.

**The composition of ALM Committee and details of meetings attended by its members are given below: -**

Name of Member	Designation	No. of meetings		% of attendance
		Held	Attended	
<b>Mrs. Geeta Goswami</b>	Chairperson	4	4	100
<b>Mr. Prashant Raghuwanshi</b>	Member	4	4	100
<b>Mrs. Manisha Dabral</b>	Member	4	4	100

### TERMS OF REFERENCE:

The terms of reference of ALM Committee includes the following:

### Roles and Responsibilities:

- The ALCO is a decision-making unit responsible for balancing risk-return including the strategic planning of interest rate and liquidity risks.
- Oversee Liquidity through maturity matching.
- To oversee the Asset Liability Management System.
- Review reports on liquidity, market risk and capital management.
- To decide the business and risk management strategy within the limit/parameters, if any, set by the Board.
- To review balance sheet management issues that is leading to underperformance and suggests corrective action.

- To oversee various components of assets and liabilities.
- To oversee credit risk, interest rate risk, liquidity risk, market risk and other operational risks.
- Advising to the Board, on Funding and capital.
- Overseeing Profit planning and growth projection.
- Recommendation of contingency plans based on forecasts and analyses.
- Satisfy itself that the less fundamental risks are being actively managed, with the appropriate controls in place and working effectively.
- Articulate the current interest rate review and recommend future business strategy on this view and
- Any other issues referred by the Board relating to ALMs, from time to time.

## FINANCE COMMITTEE

The Finance Committee is entrusted with a critical set of responsibilities aimed at

prudently managing the Company's financial structure. It has been formally constituted for the purpose of reviewing various financial matters concerning the Company, to borrow/ avail various credit facilities to further make recommendations to the Board regarding such matters and also delegated certain more powers in accordance with the terms of reference.

### COMPOSITION, NAME OF MEMBERS, MEETINGS AND ATTENDANCE DURING THE YEAR

As on March 31, 2025, our Finance Committee comprises of 3 (Three) members. All members are the Promoter & Executive Director of the Company.

During the financial year 2024-25, the Finance Committee held 8 (eight) productive meeting on July 25, 2024, August 20, 2024, August 27, 2024, September 13, 2024, September 17, 2024, September 23, 2024, October 26, 2024 and February 03, 2025.

**The composition of Finance Committee and details of meetings attended by its members are given below:-**

Name of Member	Designation	Member of Committee since	No. of meetings		% of attendance
			Held	Attended	
Mr. Rajesh Gupta	Chairman	25.10.2023	8	8	100
Mrs. Geeta Goswami	Member	25.10.2023	8	8	100
Mrs. Nupur Gupta	Member	03.02.2024	8	8	100

### TERMS OF REFERENCE

The terms of reference of Finance Committee includes the matters for which the power has been delegated to the committee as follows:

- The Finance Committee is hereby authorized to review and participate in
- discussions concerning various Company financial matters, including budgets, audits and financing matters and to further make recommendations to the Board regarding such matters.
- The Finance Committee is authorized to borrow/ avail various credit facilities, including but not limited to, by way of

cash credit (CC), Term Loan, Corporate Loan, Overdraft facility, Working Capital Demand Loan (WCOL), Foreign Currency Loans, Foreign Currency Non Resident (FCNR), Letter of Credit (Foreign & Indian), Bank Guarantee and such other facilities as may be sanctioned by Bank/consortium of Banks, Indian and Foreign Financial Institutions, etc. from time in the normal course of business and within the limits as approved by the shareholders in their meeting, if applicable and also within the overall limit as may be sanctioned by the Board from time to time and to execute documents deeds, papers related to aforesaid credit facilities and to sign documents for creation of security or to create securities in favor of aforesaid Individual bank or Consortium of banks, and foreign financial Institutions etc. related to aforesaid availed credit facilities from time to time under the normal course of business.

- The Finance Committee does not have the authority to give directions and/or instructions to contractors, management, consultants or employees of the Company, unless otherwise approved by the Board.
- To undertake any other connected matters relating to the above matters.
- Open, operate, and close bank accounts of the Company with any scheduled commercial bank, financial institution, or such other banking entity, as may be required for meeting statutory, regulatory, or business-related obligations;
- Nominate and authorize officials of the Company as signatories to such accounts, and determine the mode of operation thereof;
- Execute and submit all necessary documents including account

opening/closure forms, declarations, resolutions, and agreements as required by the concerned banks or regulatory authorities;

- Avail and authorize access to and operation of digital banking platforms such as internet banking, mobile banking, NEFT, RTGS, IMPS, UPI, and other online transaction mechanisms;
- Ensure compliance with applicable laws, rules, and regulations governing the nature and purpose of such accounts;
- File, sign, execute and register any form, agreement, deed or any other related document in relation to all the financial matters on behalf of the company as and when required.
- To delegate their powers of filing, signing, execution and registration of agreements, documents, letters, declarations or any other related document for any required purposes on behalf of the company and to represent the company in relation to all the financial matters on behalf of the company as and when required.
- To represent the company before various authorities in any matter related to the operations of the company as and when required.
- Undertake all necessary actions and give such instructions or directions as may be deemed expedient or incidental to give effect to the above.

### **INTERNAL COMPLAINTS COMMITTEE (ICC)**

The constitution, roles, and responsibilities of the Internal Complaints Committee ("ICC") are primarily governed by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (also known as the POSH Act). While SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015 do not directly provide a separate framework for the ICC, they are intrinsically linked, as listed companies are obligated to comply with all applicable laws, including the POSH Act.

## **TERMS OF REFERENCE:**

### **Roles and Responsibilities:**

The ICC's functions are not limited to just redressing complaints; they also include preventive measures. The primary roles and responsibilities are

#### **1. Receiving and Investigating Complaints:**

- **Receiving Complaints:** The ICC is the primary body to which an "aggrieved woman" (any woman, whether employed or not, who alleges to have been subjected to sexual harassment) can make a written complaint. The complaint must be filed within three months of the last incident.
- **Initiating an Inquiry:** Upon receiving a complaint, the ICC must initiate an inquiry in accordance with the principles of natural justice. This involves:
  - Sending a copy of complaint to respondent within 7 working days of receiving complaint (person against whom the complaint has been made). Respondent shall reply within 10 working days of receiving the complaint.
  - Giving both the complainant and the respondent an opportunity to be heard and present witnesses and evidence.
  - The inquiry must be completed within a period of 90 days.

#### **2. Providing support and taking suitable actions:**

- **Interim Relief:** During the pendency of the inquiry, the ICC may recommend interim measures to the employer, such as:
  - Transferring the aggrieved woman or the respondent to another workplace.
  - Granting leave to the aggrieved woman for up to three months.
  - Restraining the respondent from reporting on or evaluating the work performance of the aggrieved woman.
- **Inquiry Report:** After the inquiry is concluded, the ICC must prepare and submit a detailed report containing its findings and recommendations to the Managing Director within 10 days of the completion of the inquiry. The Managing director shall act upon the recommendation within 60 days of its receipt.

#### **3. Ensuring Compliance and Transparency:**

- **Confidentiality:** The ICC is legally required to maintain strict confidentiality regarding the identities of the complainant, the respondent, and any witnesses, as well as the details of the proceedings.
- **Annual Report:** The ICC is responsible for preparing and submitting an annual report to the employer and the District Officer. This report must include the number of sexual harassment complaints received, disposed of, and pending during the year.
- **Awareness and Sensitization:** The ICC has a proactive role in preventing

sexual harassment. This includes:

- Working with the employer to formulate a clear policy against sexual harassment.
- Conducting awareness and sensitization programs for employees to educate them about the provisions of the POSH Act and the company's policy.

### SENIOR MANAGEMENT

As per Regulation 16(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. the term “senior

management” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/ managing director/ whole time director/ manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

**As on March 31, 2025, the following officials are categorized under Senior Management Personnel category:**

Sr. No.	Name	Designation
1.	Ms. Kritika	Company Secretary and Compliance Officer
2.	Mr. Prashant Raghuwanshi	Chief Financial Officer
3.	Mrs. Manisha Dabral	Credit Head
4.	Mr. Gopal Singh Rawat	Head of Accounts
5.	Mrs. Divya Sejwar	Legal Manager
6.	Mr. Pranay Dhondiyal	Manager- Operations & MIS
7.	Mr. Prakash	Audit Manager

Following change(s) took place in the Senior Management Personnel of the Company during the financial year 2024-25:

Name	Designation	Change
<b>Mr. Prashant Raghuwanshi</b>	Chief Financial Officer	Appointed as Chief Financial Officer w.e.f. July 1, 2024.
<b>Ms. Kritika</b>	Company Secretary and Compliance Officer	Change in designation from Company Secretary to Company Secretary cum Compliance Officer of the Company w.e.f. July 1, 2024.

## REMUNERATION OF DIRECTORS

The Managing Director/ Whole-Time Director is eligible for monthly remuneration, the specific amount of which is being determined by the Board of Directors upon receiving a recommendation from the Nomination and Remuneration Committee (NRC).

The compensation provided to the Executive Director is calibrated to their assigned roles and responsibilities and adheres strictly to all applicable legal and regulatory requirements. This remuneration package is comprised of fixed pay, variable pay, and perquisites. The

Board, acting on the NRC's recommendation, will decide these components, subject to the Members approval wherever mandated by regulations.

### i. Remuneration of Executive Director

Remuneration of Executive Director is decided by the Board of Directors of the company based on the recommendation of the Nomination and Remuneration Committee within the permissible limits as provided under the Companies Act, 2013 and other relevant applicable laws and regulations.

The disclosure in respect of remuneration paid/payable to Executive Directors of the Company is as follows:

Particulars	Mr. Rajesh Gupta (Chairman cum Managing Director)
Salary*	Rs. 48,00,000/-
Approximate value of perquisites	0

Particulars	Mr. Anoop Garg (Promoter and Director)
Salary*	0
Approximate value of perquisites	0

Particulars	Mrs. Geeta Goswami (Director and CEO)
Salary*	Rs. 30,60,000/-
Approximate value of perquisites	Rs. 540000/-

\*Excluding variable pay.

### ii. Remuneration to Non-Executive Director:

During the financial year 2024-25, the Non-Executive Director doesn't receive any remuneration.

However, the details of payments made to the Non-Executive Directors are as follows:

- Mrs. Nupur Gupta, Non-executive non-independent director received the payment in the form of fees for the professional services rendered by her.
- Mr. Pankaj Jain and Mrs. Nimisha Jain, Non-Executive Independent Directors received payment in the form of sitting fees for the meetings attended by them.

**Details of remuneration paid to Non- Executive Directors during the financial year 2024-2025 is as under:-**

Sr. No.	Name of Non-Executive Directors	Designation	Total Sitting fees paid (in Rs.)
1.	Mr. Pankaj Jain	Non-Executive & Independent Directors	1,00,000/-
2.	Mrs. Nimisha Jain	Non-Executive & Independent Directors	1,00,000/-
3.	Mrs. Nupur Gupta	Non-Executive & Non-Independent Directors	0

There were no pecuniary relationship or transactions between the Non-Executive Independent Directors vis-a-vis the Company during the financial year ended March 31, 2025 other than those disclosed in the Financial Statements. None of the Non-Executive Directors of the Company is taking any salary, benefit, bonuses, stock options & pension from the Company. Further, no fixed component and performance linked incentives involved therein. The Company has not signed any service contracts, notice period or severance fees contract with any of the Directors.

### **GENERAL MEETINGS:**

The details of the Annual General Meetings held for the last three years are as follows:

#### **a. ANNUAL GENERAL MEETING (AGMS):**

Year	Location	Date	Time	Whether any Special Resolution(s) Passed
2023-24	Physical Meeting conducted at the Registered office of the Company	28 <sup>th</sup> September, 2024	10:00 A.M.	No Special Resolution passed
2022-23	Physical Meeting conducted at Registered office of Company	14 <sup>th</sup> July, 2023	11:00 A.M.	No Special Resolution passed
2021-22	Physical Meeting conducted at the Registered office of the Company	7 <sup>th</sup> September, 2022	11:00 A.M.	<ul style="list-style-type: none"> <li>▪ Increase in Authorised Share Capital of Company from Rs. 10.00 Cr. to Rs. 26.00 Cr. and consequential amendment in Memorandum of Association.</li> <li>▪ Appointment of Ms. Nupur Gupta (DIN: 09305281) as a Director of the Company</li> </ul>

The above resolutions were passed with the requisite majority.



## b. EXTRAORDINARY GENERAL MEETING (EGM):

The details of the Extraordinary General Meetings held during the financial year 2024-25 are as follows:

Sr. No.	Location	Date	Time	Whether any Special Resolution(s) Passed
1.	Physical Meeting conducted at the Registered office of the Company	19 <sup>th</sup> August, 2024	11:00 A.M.	Issuance of Secured Redeemable Non- Convertible Debentures of the Company.
2.	Physical Meeting conducted at the Registered office of the Company	04 <sup>th</sup> July, 2024	04:00 P.M	<ul style="list-style-type: none"> <li>▪ To Approve the Initial Public Offering.</li> <li>▪ To Adopt the new set of the Articles of Association of the Company</li> </ul>
3.	Physical Meeting conducted at the Registered office of the Company	10 <sup>th</sup> June, 2024	04:00 P.M.	<ul style="list-style-type: none"> <li>▪ Appointment of Ms. Nimisha Jain as an Independent Director of the Company.</li> <li>▪ Appointment of Mr. Pankaj Jain as an Independent Director of the Company.</li> </ul>
4.	Physical Meeting conducted at the Registered office of the Company	03 <sup>rd</sup> June, 2024	04:00 P.M.	No Special Resolution passed

### Details of Special Resolution passed through postal ballot during financial year 2024-2025 and Voting Pattern:

During the financial year 2024-25, the Company has not passed any such resolution.

### Persons responsible for conducting the postal ballot exercise and procedure for postal ballot:

As Company has not passed any resolution through postal ballot so there is no requirement for appointing any person or scrutinizer for conducting scrutiny of votes exercised through postal ballot so there is

not any specified procedure for postal ballot is followed by the Company.

### COMMUNICATION WITH MEMBERS

The Board recognizes the importance of two-way communication with members' and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner.

The Company has its website <https://www.ushafinancial.com/investor-information.html> that contains all the required information for the investors and members of the Company.

## MEANS OF COMMUNICATION:

### ➤ Quarterly Results:

As our company is SME listed company so the reporting of quarterly results before Stock Exchange is not applicable on the Company.

### ➤ Newspapers wherein results normally published:

As per SEBI LODR every listed company is required to publish its financial results in newspaper as per regulation 47 of SEBI LODR but the same is exempted for SME listed companies.

### ➤ Website where all information is displayed:

As per the requirement of the Companies Act, 2013 and SEBI LODR every listed company shall have an operational website of the Company. We have complied the said Act and regulation and here you can see all the events and information of our company <https://www.ushafinancial.com/index.html>.

### ➤ Display of official news release of company:

We have displayed all the required information and details of our company as per the Companies Act, 2013 and SEBI LODR. All the events occurred in the company during the financial year 2024-25 have been mentioned in the website of the Company <https://www.ushafinancial.com/index.html>.

### ➤ Presentations made to institutional investors or to the analysts:

We have not presented any presentation to any of institutional investors or any of the analysts.

*\* We have filed financial results of our company before the Stock exchange of the Company where share of the Company are listed on half yearly bases as for SME listed company quarterly results submission is not required. The link of the website where we have copy of attachments submitted before Stock Exchange.*

<https://www.ushafinancial.com/stock-exchange-compliances.html>

## GENERAL MEMBER INFORMATION

### a. Company Registration Details:

The Company is registered in New Delhi, India dated May 16, 1995. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs is L74899DL1995PLC068604. The Company being the Non- Deposit taking NBFC and further categorized as base layer in accordance with the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended time to time. The Certificate of Registration (RBI B-14.02818 dated 04.01.2003) has been obtained from Reserve Bank of India, New Delhi.

**b. Ensuing Annual General Meeting (AGM)**

Date and Time	30 <sup>th</sup> September, 2025
Venue/Mode of AGM	The Company will conduct the AGM through Video Conference and Other Audio Visual Means in accordance to the circulars issued by Ministry of Corporate Affairs and other regulatory authority. All the relevant details of which have been provided in the notice of the AGM.

**c. Financial Year:** The Company's financial year starts from 1<sup>st</sup> April and ends on 31<sup>st</sup> March.

**d. Dividend payment:**

In order to undertake and carrying future plans, it is necessary to conserve the resources. Therefore, the Directors are of the opinion of retaining the profits for the year within the Company, and thus have not recommended any dividend on equity shares for the year ended March 31, 2025.

**e. Name and address of each stock exchange at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s):**

The Equity Shares of the company are listed on National Stock Exchange of India Limited (NSE):

Stock Exchange	ISIN
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051	INE0LS001014

The Annual Listing Fee has been paid by the Company to NSE before the approved date of listing of the IPO shares.

**f. In case of the securities are suspended from trading during the Financial Year 2024-2025:**

No securities are suspended from trading during the financial year since the shares got listed on stock exchange.

**g. Registrar & Share Transfer Agent:**

M/s Skyline Financial Services Private Limited  
 CIN: U74899DL1995PTC071324  
 Regd. & Corp. Office: D-153A, 1<sup>st</sup> Floor  
 Okhla Industrial Area, Phase-1, New Delhi- 110020  
 Tel.: 11-40450193-97, 26812682-83,  
 Email: [info@skylinerta.com](mailto:info@skylinerta.com)  
 Website: [www.skylinerta.com](http://www.skylinerta.com)

**h. Share transfer system:**

All the shareholding of members are in dematerialized form except one shareholder holding 12094 shares in physical form. The dematerialized shares are transferred directly to the beneficiaries by the depositories. Trading in equity shares of the company is permitted only in dematerialized form.

SEBI has mandated that securities of listed companies can be transferred only in dematerialized form effective from April 1, 2019. Accordingly, the Company/ its RTA have stopped accepting any fresh lodgement for transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.

Further, the Company had informed all the Members holding securities in physical form and whose folios are incomplete indicate the process and documentation required for updating of their KYC, details of bank accounts, demat account and nomination details with the RTA.

**i) Shareholding Pattern/Distribution of shareholding as on March 31, 2025:**

Name	No of shares	Shareholding %	Category
Rajesh Gupta	40,96,876	18.85%	Promoter
Anoop Garg	27,30,373	12.56%	
Geeta Goswami	2,08,950	0.96%	
Nupur Gupta	24,450	0.11%	
BR Hands Investment Private Limited	28,40,107	13.07%	
Shikha Gupta	16,81,200	7.73%	Promoter Group
Priya Garg	16,52,250	7.60%	
Uninav Developers Pvt Ltd	24,00,899	11.04%	
Sumer Chand Garg HUF	1,44,750	0.67%	
Sandhya Gupta	1,87,500	0.86%	
Arushi Garg	21,900	0.10%	
Rajesh Gupta HUF	87,000	0.40%	
Anoop Garg HUF	90,000	0.41%	
S C Garg	28,500	0.13%	
Sachin Kumar Gupta	7,500	0.03%	
Public	55,35,376	25.48%	Others
<b>Total</b>	<b>2,17,37,631</b>		

\* As disclosed in the shareholding pattern for quarter ended March 31, 2025, the total percentage of shareholding of the Promoter and Promoter Group is 74.52%.



## Distribution of Shareholding based on shares held as on March 31, 2025:

Sr. No.	Share Range	Number of Shareholders	% of total Number of Shareholders	Total Number of Shares for the Range	% of Total Number of Shares
1	1 to 500	1	0.05	10	0
2	501 to 1000	1620	81.12	1295690	5.96
3	1001 to 2000	163	8.16	259800	1.20
4	2001 to 3000	45	2.25	108500	0.50
5	3001 to 4000	52	2.60	181400	0.83
6	4001 to 5000	14	0.70	66600	0.31
7	5001 to 1000	32	1.60	231697	1.07
8	10001 and above	70	3.51	19593934	90.14
	Total	1997	100	21737631	100

### j) Dematerialization of Shares and Liquidity:

Equity Shares of the Company are traded under compulsory dematerialized mode and are available for trading under both the depositories i.e. NSDL and CDSL.

The International Securities Identification Number (ISIN) allotted to the Company is INE0LS001014.

As on March 31, 2025, 99.885% of Equity Shares of the Company representing 2,17,19,490 out of 2,17,37,631 Equity Shares were held in dematerialized form and balance 18,141 equity shares representing 0.11% of total number of equity shares of the Company were held in physical form.

The Equity Shares of the Company are frequently traded on National Stock Exchange of India Limited (NSE).

### k) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company does not issue any, so it does not have any outstanding Global Depository Receipt (GDR) /American Depository Receipt (ADR) / Warrants or any other convertible instruments as on date.

### l) Commodity price risk or foreign exchange risk and hedging activity:

The Company does not have Commodity price risk or foreign exchange risk and hedging activity as on date.

### m) Plant locations:

The Company, being a Non-Banking Finance Company, does not have any manufacturing plant.

**n) Address for correspondence:**

**Registered Office:** Plot No. 73, First Floor, Patparganj, Industrial Area, East Delhi, Delhi, India, 110092

**Corporate Office:** 3rd Floor Plot No 40, Near Wave Cinema, Kaushambi, Ghaziabad, Uttar Pradesh, India, 201012

**o) List of all credit rating obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:**

There is no credit rating obtained by the entity along with any revisions thereto during the relevant financial year for all debt instrument of our company.

**OTHER DISCLOSURES**

**➤ Disclosure on Materially significant related party transaction that may have potential conflict with the interest of listed entity at large:**

There has been no material significant related party transaction with the Company's Promoters, Directors, Management, their subsidiaries or relatives which may have potential conflict with the interests of the Company at large.

The necessary disclosures regarding related party transactions are given in the notes to accounts of financial statement. The Company has also formulated a

Policy on Materiality of Related Party Transactions ("RPT Policy") and necessary approval of the Audit Committee / Board of Directors were taken, wherever required, in accordance with the RPT Policy

**➤ Details of non-compliance by the Company penalties, strictures imposed on the Company by the stock exchanges or SEBI or any statutory authorities on any matter related to capital markets during the last three years:**

There were no instances of material non-compliance with Stock Exchange(s), SEBI Regulations, RBI Master Directions and other applicable laws and regulations. The company has not faced any other penalties or been censured by any regulatory body, including the NSE, SEBI, or RBI, for capital market-related issues in the past financial years since the company got its shares listed on 31st October, 2024.

**➤ Establishment of Vigil Mechanism**

In a Board meeting of the Company, the company established a Whistle Blower Policy/Vigil Mechanism. This policy, in accordance with Section 177(9) of the Companies Act, Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, and Regulation 22 of the SEBI LODR Regulations, allows directors and employees to confidentially report concerns about unethical behavior, fraud, or violations of the company's code of conduct. The policy also includes measures to protect those who report such concerns from retaliation.

The company confirms that no one has been denied access to the Audit Committee. To ensure the mechanism functions effectively, the Audit Committee reviews it on a quarterly basis.

The Whistle Blower Policy/Vigil Mechanism is also accessible on the company's website. i.e. <https://www.ushafinancial.com/assets/images/investor-relations/policies/whistle-blower-policy.pdf>

➤ **Compliance with mandatory requirement and adoption of non-mandatory requirements:**

The company has adhered to all the mandatory corporate governance standards outlined in the SEBI LODR Regulations, 2015.

The Board has also acknowledged the discretionary requirements detailed in Part E of Schedule II of the SEBI LODR Regulations and is committed to periodically reviewing them.

➤ **Web link where policy for determining 'material' subsidiaries is disclosed**

The company has a clearly defined policy for identifying "material" subsidiaries, in line with the SEBI LODR Regulations. This policy is publicly available on the company's website and can be accessed via the provided <https://www.ushafinancial.com/assets/images/investor-relations/policies/policy-on-determining-material-subsidiary.pdf>

➤ **Web link where policy on dealing with Related party transactions**

The company have disclose/uploaded the RPT policy on the website of the Company at <https://www.ushafinancial.com/assets/images/investor-relations/policies/policy-on-rpt.pdf>

➤ **Commodity price risk or foreign exchange risk and hedging activities:**

The company is not subject to any commodity price risks. In the fiscal year 2024-25, the company effectively mitigated its foreign exchange risk by fully hedging both the principal and interest on its foreign currency loans. These foreign currency and interest rate risks were actively managed using a mix of financial instruments, including forward contracts, options, and interest rate swaps.

➤ **Details of utilization of fund raised through Preferential Allotment or Qualified Institution Placement:**

During the 2024-25 financial year, the company did not issue any new shares through either a preferential allotment or a qualified institutional placement.

➤ **Certificate from Company Secretary in Practice for Non-disqualification of Directors:**

The requirement of certificate from Company Secretary in Practice for non-disqualification of Directors was not applicable on your company during the last financial year

➤ **The Board had not accepted any recommendation of any committee of**

the Board which is mandatorily required, in the relevant financial year.

There is no such recommendation or submission of any committee to the Board which is mandatorily required for acceptance and same was not accepted by the Board.

➤ **Total Fees paid to the Statutory Auditors:**

Rs. 6.41 lakhs

Particulars	Financial Year (2024-25)
Number of complaints in the beginning of the Financial Year.	0
Number of complaints filed during the Financial Year.	0
Number of complaints disposed-off during the Financial Year.	0
Number of complaints remaining unresolved/pending as on end of the Financial Year.	0

➤ **Disclosure pursuant to loans and advances by the Company and Subsidiaries in the nature of loans to firms/companies in which directors are interested:**

The details of loans and advances in the nature of loans to firms/companies in which directors are interested are given in Notes to the Financial Statements.

➤ **Details of material subsidiaries of the listed entity.**

There is no material subsidiary exist as on 31st March, 2025 so no details are required to be disclosed.

➤ **Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) above.**

There is no such non-compliance of any requirement occurred as on March 31,

➤ **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

As per requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder, the details of the cases reported during the financial year 2024-25 are mentioned hereunder.

2025 because the corporate Governance Report of sub-para (2) to (10) are not applicable on the company.

➤ **Disclosure to the extent of adoption of the discretionary requirements as specified in Part E of Schedule II.**

During the financial year 2024–25, the provisions relating to Corporate Governance norms under Schedule II, Part E (Discretionary Requirements) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to Usha Financial Limited, as the Company is listed on the NSE Emerge (SME) Platform. However, upon migration to the Main Board, these provisions will become applicable, and the Company shall take all necessary steps to ensure full compliance with the Corporate Governance requirements.



### **COMPLIANCE CERTIFICATE**

The Company has complied with Corporate Governance Requirements as specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the SEBI LODR Regulations for the period commencing from April 1, 2024 and ended on March 31, 2025 .

### **DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS AS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46**

The Company has complied with all mandatory requirements of corporate governance norms as enumerated in chapter IV of the Listing Regulations. The requirements of Regulation 17 to Regulation 27 of the Listing Regulations and clauses (b) to (i) of the sub-Regulation (2) of Regulation 46 to the extent applicable to the Company have been complied with as disclosed in this report.

The certificate of corporate governance under Regulation 34(3) read with Schedule V Part C Clause (10) Sub-clause (i) of the

### **FOR AND ON BEHALF OF THE BOARD USHA FINANCIAL SERVICES LIMITED**

Sd/-

**Rajesh Gupta**  
Managing Director  
DIN: 01941985

Address: B-191, Yojna Vihar,  
Delhi 110092

DATE: 02.09.2025

PLACE: DELHI

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, by a Company Secretary in Practice is annexed as **ANNEXURE- B**.

### **CEO/CFO CERTIFICATION**

The requisite certification from the CEO cum Director and Chief Financial Officer for the F.Y. 2024-25 required to be given under Regulations 17(8) and 33(2) of SEBI LODR Regulations, were placed before the Board of Directors of the Company at its meeting held on September 02, 2025 and the same is annexed to the report as **ANNEXURE –C** .

### **EQUITY SHARES IN THE DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

As on March 31, 2025, there is no shares reflecting in the Demat suspense account/unclaimed suspense account.

### **DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY**

The Company has not entered into any agreements failing under the provisions of Clause 5A of paragraph A of Part A of Schedule III of SEBI LODR Regulations.

Sd/-

**Geeta Goswami**  
Director and CEO  
DIN: 07810522

Address: A-236, 1st Floor, Block-A,  
Opposite Angel mall, Kaushambi,  
Vasundhara, Ghaziabad- 201012, UP

DATE: 02.09.2025

PLACE: DELHI

**ANNEXURE A****DECLARATION BY CHAIRMAN CUM MANAGING DIRECTOR UNDER SCHEDULE V OF SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel, of the Company as approved by the Board of Directors, for the financial year ended on March 31, 2025.

**For and on behalf of the Board  
USHA FINANCIAL SERVICES LIMITED**

**Sd/-  
Rajesh Gupta  
Managing Director  
DIN: 01941985**

**DATE: 02.09.2025  
PLACE: DELHI**

**CERTIFICATE OF CORPORATE GOVERNANCE UNDER REGULATION 34(3) READ WITH SCHEDULE V PART C CLAUSE (10) SUB-CLAUSE (I) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
 The Members  
**Usha Financial Services Limited**  
 Plot No. 73, First Floor, Patparganj Industrial Area, Delhi-110092

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Usha Financial Services Limited having CIN L74899DL1995PLC068604 and registered office at Plot No. 73, First Floor, Patparganj Industrial Area, Delhi-110092 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended 31st March 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

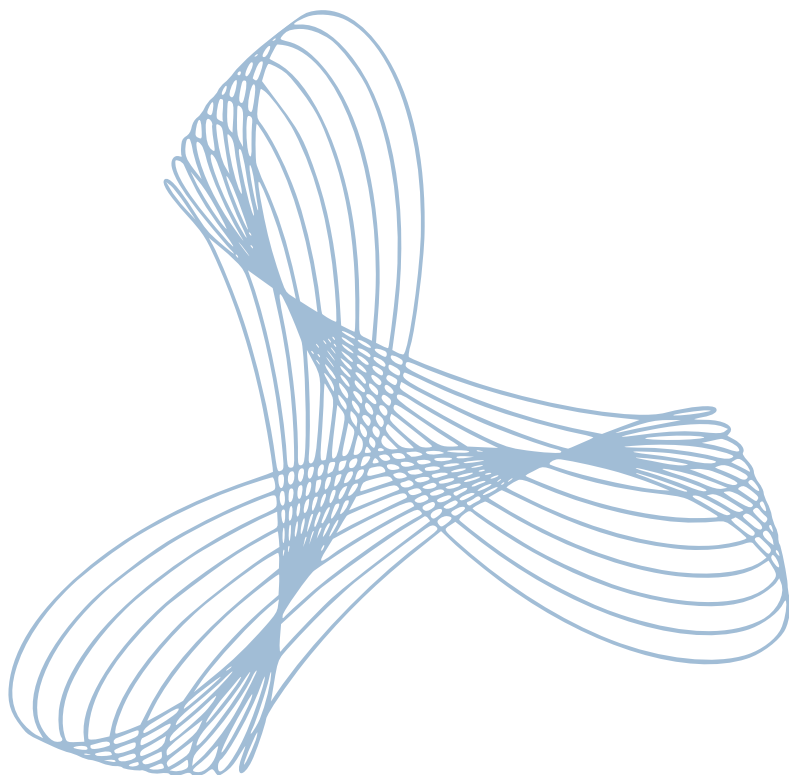
S. No.	Name of Directors	DIN	Date of Appointment in Company
1.	ANOOP GARG	01941972	15/06/2015
2.	RAJESH GUPTA	01941985	18/03/2015
3.	GEETA GOSWAMI	07810522	03/05/2017
4.	NUPUR GUPTA	09305281	10/08/2022
5.	PANKAJ JAIN	00257801	06/08/2025
6.	NIMISHA JAIN	10651632	06/08/2025

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mohit Singhal and Associates  
Practicing Company Secretaries**

**Sd/-  
CS Mohit Singhal  
CP No. 15995  
FCS No. F11143  
PR NO. 5437/2024  
UDIN:**

**DATE: 02.09.2025  
PLACE: DELHI**





**CEO AND CFO CERTIFICATION**

To,  
**The Board of Directors**  
**Usha Financial Services Limited**

1. We have reviewed financial statements and the cash flow statement of Usha Financial Services Limited for the year ended March 31, 2025 and to the best of our knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal control.
4. We have indicated to the Auditors and the Audit Committee:
  - i. that there are no significant changes in internal control over financial reporting during the year;
  - ii. that there are no Significant changes in accounting policies during the year; and
  - iii. that there are no instances of significant fraud of which we have become aware.

**FOR AND ON BEHALF OF THE BOARD**  
**USHA FINANCIAL SERVICES LIMITED**

**Sd/-**  
**Geeta Goswami**  
**Director and CEO**  
**DIN: 07810522**  
**Address: Kaushambi, Ghaziabad-**  
**201012, UP**

**DATE: 02.09.2025**  
**PLACE: DELHI**

**Sd/-**  
**Prashant Raghuwanshi**  
**Chief Financial Officer**  
**PAN: BNNPR9777C**  
**Address: Vaishali, Ghaziabad-**  
**201012, UP**

**DATE: 02.09.2025**  
**PLACE: DELHI**

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF USHA FINANCIAL SERVICES LIMITED**

**Report on the Audit of the Financial Statements**

### **OPINION:**

We have audited the financial statements of USHA FINANCIAL SERVICES LIMITED ("the Company"), which comprise the balance sheet as at March 31, 2025, the statement of profit and loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

### **BASIS OF OPINION:**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **EMPHASIS OF MATTER:**

1. We draw attention to note no. 37 in the financial statement where the Company has given multiple unsecured loans to two borrowers. The total amount of loan outstanding for these borrowers as at March 31, 2025, is Rs. 445.25 Lakhs and Rs. 247.17 Lakhs respectively and the EMI for these loans remain unpaid for the period from 602 days to 619 days. As at March 31, 2025, the Company has already created a provision for 20% of these outstanding amounts basis its provisioning policy. As at March 31, 2025, none of the above debts crossed the threshold for 630 days for 100% provisioning. However, all these debts crossed that threshold before the date of these financial results. The debt should therefore be categorized as doubtful and the provisioning for 100% of the amount should be created by the company and the profits should be adjusted accordingly.

However, the management of the Company is of the opinion that the RBI provisioning needs to be carried out based on the outstanding as at particular date and as at March 31, 2025, the debt is not overdue for more than 630 days. Thus, 100% provision as per RBI norms cannot be created for this amount.

Moreover, as per management view, based on facts that the company received EMI in the month of May'2025, this is not a loss asset as the borrower has started paying his EMI and the debt is expected to be regularized. Thus, 100% provision for the total outstanding amount (after adjusting for one EMI received in May'2025) has not been created by the management for these outstanding loans.

2. We draw attention to note no. 37 in the financial statement where the Company has given secured loans to the borrower. The total amount of loan outstanding for this borrower as at March 31, 2025, is Rs. 1212.46 Lakhs which were given by the Company during the FY 2024-25.

The Insolvency proceedings have been initiated against this Company on Feb 20, 2025. As at March 31, 2025, the EMI for these loans remain unpaid for the period from 93 days to 125 days. The management of the Company is expected to get a favorable recovery of the amount through the resolution process of the borrowers and till the time the resolution process is finalized, the management is creating provisioning for these amounts' basis the RBI applicable norms & its provisioning policy.

Our opinion is not modified in respect of these matters.

#### **OTHER INFORMATION:**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance or conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

#### **RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent;

and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.



- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

1. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The pending litigations has been disclosed by the Company in Note 32 of the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in accounting software. During the course of performing our procedures we did not notice any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For KRA & Co.**  
**Chartered Accountants**  
**(Firm Registration No.020266N)**

**Sd/-**  
**Rajat Goyal**  
**Partner**  
**Membership No.: 503150**  
**UDIN: 25503150BMJBYU9923**

**Place: Delhi**  
**Date: 12.05.2025**

**ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF USHA FINANCIAL SERVICES LIMITED**

***(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)***

- (i) a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b. In accordance with the phased programme for verification of Property, Plant and Equipment, certain items of Property, Plant and Equipment were physically verified by the management during the year and no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any Property, Plant and Equipment during the year. Consequently, clause (i)(d) of the Order is not applicable to the Company.
- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, if so. Consequently, clause (i)(e) of the Order is not applicable to the Company.
- (ii) a. The Company is a Non-Banking Financial Company and does not hold any inventory. Consequently, clause (ii)(a) of the Order is not applicable to the Company.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not been sanctioned with any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Consequently, clause (ii)(b) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has granted loans and advances in the nature of loan to various companies, firms, LLP and other parties. However, as the Company is a Non-Banking Financial Company whose primary business is granting loans etc. The provision of clause (iii) of the Order is not applicable to the Company.

- iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not accepted any deposit during the year. Consequently, clause (v) of the Order is not applicable to the Company.
- vi. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not required to maintain cost records under section 148(1) of the Companies Act, 2013. Consequently, clause (vi) of the Order is not applicable to the Company.
- vii. According to the information and explanations given to us and on the

basis of our examination of the records of the Company, in respect of statutory dues:

- a. The Company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues, during the year, with the appropriate authorities and there are no material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- b. The Dues of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues which have not been deposited as on March 31, 2025, on account of disputes with the related authorities is as follows:

1	2	3	4	5
Statute	Nature of Dues	Forum pending where	Period	Amount
<b>Income Tax Act, 1961</b>	Income Tax Act, 1961/ Section 147/143(3)	CIT (A)	AY 2019-20	5,49,52,100

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- (ix) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of dues to financial institutions or banks.



- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loan availed during the period have been applied for the purposes for which it is availed.
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the funds raised on short term basis have not been utilized for long term purposes. Consequently, clause (ix)(d) of the Order is not applicable to the Company.
- e. The Company does not have any Subsidiary. Consequently, clause (ix)(e) of the Order is not applicable to the Company.
- f. The Company does not have any Subsidiary. Consequently, clause (ix)(f) of the Order is not applicable to the Company.
- (x) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has raised money during the year by the way of Initial Public Offer (IPO) and the amount of proceeds have been utilized for the stated purposes.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Consequently, clause (x)(b) of the Order is not applicable to the Company.
- (xi) a. To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
- b. According to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Consequently, clause (xi)(b) of the Order is not applicable to the Company.
- c. According to the information and explanations given to us, no whistle blower complaints has been received during the year. Consequently, clause (xi)(c) of the Order is not applicable to the Company.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Consequently, clause (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, and corresponding details have been disclosed in the financial statements, as required by the applicable Accounting Standards.

- (xiv) a. In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b. The report of the Internal Auditor for the year were considered by us for statutory audit purposes.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) a. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and has obtained the requisite registration as a non-banking financial institution under section 45-IA of the Reserve Bank of India Act, 1934.
- b. The Company has not conducted any Non-Banking Financial Activities without a valid certificate of registration from the Reserve Bank of India as per Reserve Bank of India Act, 1934.
- c. In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Consequently, clause (xvi)(c) of the Order is not applicable to the Company.
- d. There are no other Companies in the Group. Consequently, clause (xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There is no resignation of the Statutory Auditor during the year. Consequently, clause (xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance

sheet date, will get discharged by the Company as and when they fall due.

In our opinion and according to the information and explanations given to us, the Company has fully spent the amount required to be spend under section 135 of the Companies Act, 2013.

**For KRA & Co.**

**Chartered Accountants**

**(Firm Registration No.020266N)**

**Sd/-**

**Rajat Goyal**

**Partner**

**Membership No.: 503150**

**UDIN: 25503150BMJBYU9923**

**Place: Delhi**

**Date: 12.05.2025**

## **ANNEXURE - B**

### **TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF USHA FINANCIAL SERVICES LIMITED**

***(Referred to in Paragraph 2 point (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)***

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

We have audited the internal financial controls over financial reporting of USHA FINANCIAL SERVICES LIMITED ("the Company") as at March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.



The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL**

### **REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For KRA & Co.**

**Chartered Accountants**

**(Firm Registration No.020266N)**

**Sd/-**

**Rajat Goyal**

**Partner**

**Membership No.: 503150**

**UDIN: 25503150BMJBYU9923**

**Place: Delhi**

**Date: 12.05.2025**

**USHA FINANCIAL SERVICES LIMITED**

CIN: L74899DL1995PLC068604

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

**BALANCE SHEET AS ON 31<sup>st</sup> MARCH 31, 2025**

(Amount in Lakhs)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
<b>I EQUITY AND LIABILITIES</b>			
<b>Shareholder's Fund</b>			
Share Capital	3	2,173.76	1,058.51
Reserves and Surplus	4	18,941.33	9,544.12
		21,115.09	10,602.63
<b>Non Current Liabilities</b>			
Long-Term Borrowings	5	9,007.30	7,368.15
Other Long Term Liabilities	6	1,040.11	1,061.56
Long Term Provisions	7	21.19	19.20
		10,068.60	8,448.91
<b>Current Liabilities</b>			
Short-Term Borrowings	8	9,458.77	10,760.07
Trade Payables	9		
- Due to Micro Enterprises & Small Enterprises		1.46	2.39
- Due to Other than Micro & Small Enterprises		52.08	45.09
Other Current Liabilities	6	2,684.52	3,402.38
Short-Term Provisions	7	635.83	324.34
		12,832.66	14,534.27
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>44,016.35</b>	<b>33,585.81</b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment and Intangible Assets			
- Property, Plant and Equipment	10	1,360.21	720.21
- Intangible assets	11	-	0.45
- Capital work-in-progress	12	-	146.26
- Intangible assets under development	13	-	0.26
Non Current Investment			
Deferred Tax Assets (Net)	14	164.07	88.94
Long Term Loans & Advances	15	10,340.08	5,914.21
Other Non-Current Assets	16	278.62	64.54
		12,142.98	6,934.87
<b>Current assets</b>			
Cash and Cash Equivalents	17	571.67	774.83
Short Term Loans & Advances	15	30,730.09	24,781.55
Other Current Assets	18	571.61	1,094.56
		31,873.37	26,650.94
<b>TOTAL ASSETS</b>		<b>44,016.35</b>	<b>33,585.81</b>

*Significant Accounting Policies (Refer note 1 and 2).*

*The accompanying notes 1 to 39 form an integral part of the financial statements.*

As per our report of even date

**For KRA & Co.**

Chartered Accountants  
Firm Regd. No.020266N

Sd/-

**Rajat Goyal**

(Partner)

Membership No. : - 503150

UDIN: 25503150BMJBYU9923

Place: New Delhi

Dated: 12/05/2025

**For and on behalf of the Board of Directors**

**USHA FINANCIAL SERVICES LIMITED**

Sd/-

**Rajesh Gupta**

Managing Director

DIN-01941985

Sd/-

**Prashant Raghuwanshi**

CFO

M.No. : 460716

Sd/-

**Geeta Goswami**

CEO & Director

DIN: 07810522

Sd/-

**Kritika**

Company Secretary

M.No : 65161

**USHA FINANCIAL SERVICES LIMITED**

CIN: L74899DL1995PLC068604

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

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 31, 2025**

Particulars	Note	Year ended March 31, 2025	Year ended March 31, 2024
<b>INCOME</b>			
Revenue From Operations	19	5,963.44	6,322.20
Other Income	20	98.90	73.85
<b>Total Income</b>		<b>6,062.34</b>	<b>6,396.05</b>
<b>EXPENSES</b>			
Employee Benefits Expense	21	312.68	310.24
Finance costs	22	2,411.49	2,977.74
Depreciation and Amortization Expense	23	46.54	26.69
Provision & Write-off	24	624.44	427.00
Other Expenses	25	850.19	949.98
<b>Total Expenses</b>		<b>4,245.34</b>	<b>4,691.65</b>
<b>Profit before tax</b>		<b>1,817.00</b>	<b>1,704.40</b>
<b>Tax expense:</b>			
-Current Tax		510.84	443.20
-Previous Year Tax		1.18	18.58
-Deferred Tax		(75.13)	(36.29)
<b>PROFIT FOR THE YEAR</b>		<b>1,380.11</b>	<b>1,278.91</b>
<b>EARNINGS PER EQUITY SHARE</b>			
Basic (Face value of Rs.10 each)	26	7.52	8.21
Diluted (Face value of Rs.10 each)	26	7.52	8.21



*Significant Accounting Policies (Refer note 1 and 2)*

*The accompanying notes 1 to 39 form an integral part of the financial statements.*

As per our report of even date

**For KRA & Co.**

Chartered Accountants

Firm Regd. No.020266N

Sd/-

**Rajat Goyal**

(Partner)

Membership No. : - 503150

UDIN: 25503150BMJBYU9923

Place: New Delhi

Dated: 12/05/2025

**For and on behalf of the Board of Directors**

**USHA FINANCIAL SERVICES LIMITED**

Sd/-

**Rajesh Gupta**

Managing Director

DIN-01941985

Sd/-

**Geeta Goswami**

CEO & Director

DIN: 07810522

Sd/-

**Prashant Raghuwanshi**

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M.No. : 460716

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**Kritika**

Company Secretary

M.No : 65161

**USHA FINANCIAL SERVICES LIMITED**

CIN: L74899DL1995PLC068604

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

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 31, 2025**

(Amount in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit Before Tax	1,817.00	1,704.40
Adjustments for:		-
Interest Income	(88.31)	(56.87)
Depreciation & Amortization	46.54	26.69
Loss /(Profit) on Sale of Shares	-	-
Profit on sale of Fixed Assets	-	(14.90)
Provision for Standard and Non performing assets	299.25	138.24
Portfolio loans written off	325.19	288.76
Provision for Gratuity & Bonus	-	-
<b>Operating Profit before Working Capital Changes</b>	<b>2,399.67</b>	<b>2,086.32</b>
Adjustments for:		
Decrease/(Increase) in Short term Loan & Advances	(5,948.54)	780.25
Decrease/(Increase) in Long term Loan & Advances	(4,751.06)	4,004.17
Decrease/(Increase) in Other Current Assets	488.62	(601.53)
Decrease/(Increase) in Other Non Current Assets	(214.08)	800.25
Increase/(Decrease) in Payables	6.06	(21.61)
Increase/(Decrease) in Provisions	2.47	6.20
Increase/(Decrease) in Other Current Liabilities	(717.86)	1,173.37
Increase/(Decrease) in Other Non Current Liabilities	(21.45)	(625.78)
<b>Cash generated from operations</b>	<b>(8,756.17)</b>	<b>7,601.64</b>
Income taxes refunded/ (paid)	(500.26)	(454.97)
<b>Net cash flow from operations (A)</b>	<b>-9,256.43</b>	<b>7,146.67</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Purchase of Fixed Assets	(539.57)	(850.13)
Interest Income on Fixed Deposits	122.64	23.69
Proceeds from Sale of Fixed Assets	-	20.23
(Purchase)/Sale of Investments	-	-
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(416.93)</b>	<b>(806.21)</b>

Preceeds/(Repayment) of Short term Borrowings(Net)	(783.30)	(3,782.01)
<b>Net cash flow from/ (used in) financing activities ( C )</b>	<b>9,470.20</b>	<b>(5,572.89)</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	<b>(203.17)</b>	<b>767.57</b>
Cash and cash equivalents at the beginning of the period/ year	774.83	7.26
Cash and cash equivalents at the closing of the period/ year	<b>571.67</b>	<b>774.83</b>

As per our report of even date

**For KRA & Co.**

Chartered Accountants

Firm Regd. No.020266N

Sd/-

**Rajat Goyal**

(Partner)

Membership No. : - 503150

UDIN: 25503150BMJBYU9923

Place: New Delhi

Dated: 12/05/2025

**For and on behalf of the Board of Directors**

**USHA FINANCIAL SERVICES LIMITED**

Sd/-

**Rajesh Gupta**

Managing Director

DIN-01941985

Sd/-

**Prashant Raghuwanshi**

CFO

M.No. : 460716

Sd/-

**Geeta Goswami**

CEO & Director

DIN: 07810522

Sd/-

**Kritika**

Company Secretary

M.No : 65161

**USHA FINANCIAL SERVICES LIMITED**

CIN: L74899DL1995PLC068604

Regd. Office : Plot No. 73, First Floor, Patparganj Industrial Area, Delhi-  
110092**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 31, 2025****1 BACKGROUND**

Usha Financial Services Limited (CIN: L74899DL1995PLC068604) ('the Company') was incorporated on 16/05/1995. The Company has received the Certificate of Registration dated 04/01/2003 from the Reserve Bank of India ("RBI") to carry on the business of Non-Banking Financial Institution without accepting deposits ("NBFC-ND").

The Company is engaged in extending credit to NBFCs, Corporates, MSMEs and Individuals. The Company follows the cash flow-based credit assessment with suitable adaptations for each type of business, where the loans are given for business expansion, working capital or for purchase of assets.

**2 SIGNIFICANT ACCOUNTING POLICIES****2.1 Basis of Preparation Of Financial Statements**

The financial statements have been prepared and presented under historical cost convention and accrual basis of accounting, unless otherwise stated, and in accordance with the generally accepted accounting principles in India (Indian GAAP) and conform to the statutory requirements, circulars, regulations and guidelines issued by Reserve Bank of India (RBI) from time to time to the extent they have an impact on the financial statements and current practices prevailing in India. The financial statements have been prepared to comply in all material aspects with the Accounting Standards ("AS") notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable. The Company follows the prudential norms for income recognition, asset classification and provisioning as prescribed by the RBI for Non-deposit taking Non-Banking Finance Companies (NBFC-ND).

**2.2 Use of estimates**

The preparation of financial statements in conformity with the GAAP requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting period, reported balance of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.



## **2.3 Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- I. Interest income is recognized in the statement of profit and loss on an accrual basis. In case of Non-Performing Assets (NPA) interest income is recognised upon realisation as per the RBI Guidelines. Interest accrued and not realised before the classification of the asset as an NPA is reversed in the month in which the loan is classified as NPA.
- II. Upfront /processing fees are recovered and recognised at the time of disbursement of loan / receipt.
- III. Interest income on other deposits are recognised on a time proportion basis. Income from dividend is recognized in the statement of profit and loss when the right to receive is established.
- IV. Profit / Loss on disposal of an investment is recognised at the time of such sale / redemption and is computed based on weighted average cost

## **2.4 Tangible fixed assets, intangible fixed assets and intangible fixed assets under development**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes non-refundable taxes, duties, freight and other incidental expenses incurred directly related to the acquisition and installation of the asset. Subsequent expenditure on fixed assets after their purchase / completion is capitalized, only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

The cost of intangible fixed assets not ready for the intended use at each balance sheet date is disclosed as intangible fixed assets under development

## **2.5 Impairment**

The Company determines periodically whether there is any indication of impairment of the carrying amount of its assets. The recoverable amount (higher of net selling price and value in use) is determined for an individual asset, unless the asset does not generate cash inflow that are largely independent of those from other assets or group of assets. The recoverable amounts of such asset are estimated, if any indication exists and impairment loss is recognized wherever the carrying amount of the asset exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

## 2.6 Depreciation and Amortisation

Depreciation on tangible fixed assets is provided on pro-rata basis (i.e. from the date on which the asset is ready to use) on written down value method. Depreciation on fixed assets is provided over the useful lives of the asset, as estimated by the management based on internal technical assessment. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged, depreciation is provided at a higher rate based on the management's estimate of the useful life / remaining useful life. Pursuant to this policy, the estimated useful life of assets are as follows:

Fixed Asset Description	Estimated Useful Life
Computers and accessories	3 Years
Office Equipment	5 Years
Furniture and Fixtures	10 Years
Building	30 Years
Electrical Fitting	10 Years
Vehicles	8 Years

Intangible assets are amortized over their estimated useful life on written down value method as follows:

Fixed Asset Description	Estimated Useful Life
Intangible Assets – Computer Software	License period or 3 years, whichever is lower

## 2.7 Borrowing Costs

Borrowing costs include interest and ancillary costs that the Company incurs in connection with the borrowings. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss at the time of availment of the loan.

## 2.8 Loan Origination Costs

Brokerage, commission and other costs paid at the time of acquisition of loans are charged to the Statement of Profit and Loss.

## 2.9 Earning Per share

Basic earnings per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Diluted earnings per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

## 2.10 Income Tax

- Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income-tax expense is recognized in statement of profit and loss except that tax expense relating to items recognized directly in reserves is also recognized in those reserves.

- Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognized in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

## 2.11 Provisions, contingent liabilities and contingent assets

A provision is recognized when there is present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc., are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated

## 2.12 Classification and provisioning on receivables from financing activities

- Receivable from financing activities are recognised on disbursement of loan to customers. The details of the policy are given below:
- Receivable from financing activities are classified as standard, sub - standard and doubtful assets and provided for as per the Company's policy and Management's estimates, subject to the minimum classification and provisioning norms as per the Master Direction - Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

Non-Performing Assets (NPA)	Definition
<b>Sub-Standard Assets</b>	Remains NPA for a period up to 18 months.
<b>Doubtful Assets</b>	Remains sub-standard for a period exceeding 18 months.
<b>Loss Assets</b>	Assets which are identified as loss asset by the Company or the internal auditor or the external auditor or by the Reserve Bank of India.

“Overdue” refers to interest and / or principal and / or instalment remaining unpaid from the day it became receivable.

“NPA” refers to account remaining overdue for period of 90 days or more

### Provisioning Norms for loans

Asset Classification	Secured	Unsecured
Standard Assets (disclosed under Contingent provision against standard assets)	0.25%	0.25%
Non-Performing Assets (NPA)		
Sub-Standard Assets	20%	20%
Doubtful Assets	20% to 50%	100%
Loss Assets	100%	100%

- d) Under exceptional circumstances, Management may renegotiate loans by rescheduling repayment terms for customers who have defaulted in repayment but who appear willing and able to repay their loans under a longer term agreement. Rescheduled Standard Assets are classified / provided for as Sub-Standard Assets as per (b) above which classification / provisioning is retained for a period of 1 year of satisfactory performance. Rescheduled Non Performing Assets are not upgraded but are retained at the original classification / provisioning for a period of 1 year of satisfactory performance.

### 2.13 Operating Cycle

Assets and liabilities are classified as current and non-current based on the operating cycle which has been estimated to be 12 months. All assets and liabilities which are expected to be realized and settled, within a period of 12 months from the date of Balance sheet have been classified as current and other assets and liabilities are classified as non-current. All Non-Performing Assets are classified as non-current.



**USHA FINANCIAL SERVICES LIMITED**

CIN: L74899DL1995PLC068604

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

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 31, 2025**
**3 Share Capital**

(Amount in lakhs)

Particular	As at March 31, 2025	As at March 31, 2024
<b>Authorized</b>		
Equity Shares of Rs 10 Each( No's)	2,60,00,000	2,60,00,000
Equity Shares of Rs 10 Each( Rs.)	2,600.00	2,600.00
<b>Issued, subscribed &amp; fully paid up share capital</b>		
Equity Shares of Rs 10 Each( No's)	2,17,37,631	1,05,85,090
Equity Shares of Rs 10 Each( Rs.)	2,173.76	1,058.51

**A). Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at March 31, 2025		As at March 31, 2024	
	(In No's)	(%)	(In No's)	(%)
As at the beginning of the year	1,05,85,090	1,058.51	94,18,090	941.81
Add : During the year				
- fully Paid Up	58,60,000	586.00	11,67,000	116.70
- Partly Paid Up	-	-	-	-
- Bonus issue	52,92,541	529.25	-	-
<b>As at the end of the year</b>	<b>2,17,37,631</b>	<b>2,173.76</b>	<b>1,05,85,090</b>	<b>1,058.51</b>

**B. Terms/rights attached to shares**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. During the period ended 31st March 2025 the company did not recognize dividend as distributions to equity shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining asset of the company after distribution of all preferential amount in proportion to their shares.

**C. Bonus shares issued**

The board of directors of the company in the Board Meeting Dated 01st June, 2024 and shareholders of the company in the extra ordinary general meeting dated 03rd June, 2024 pursuant to section 63 of Companies Act, 2013 and rules made thereunder, proposed a sum of Rs. 529.25 lakhs to be capitalized as bonus equity shares out of free reserves and surplus, and distributed amongst the equity shareholders by issue of 52,92,541 share in the proportion of 5 (Five) new fully paid-up equity share of Rs. 10/- each (Rupees Ten) for every 10 (Ten) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten).

#### D. Fresh Issue(IPO)

The Company came up with an Initial Public Offer of 58,60,000 shares of face value ₹ 10 per share at a Premium of ₹ 158 per share. These 58,60,000 equity shares were successfully subscribed by the public and Company has made allotment of these equity shares on 29th October, 2024.

#### E). Details of Promoter's Shareholding

Name of Share Holders	As at March 31, 2025		As at March 31, 2024	
	(In No's)	(%)	(In No's)	(%)
Rajesh Gupta	4,096,876	18.85%	2,731,251	25.80%
Anoop Garg	2,730,373	12.56%	1,820,249	17.20%
Geeta Goswami	208,950	0.96%	139,300	1.32%
Nupur Gupta	24,450	0.11%	16,300	0.15%
BR Hands Investment Private Ltd	2,840,107	13.07%	1,893,405	17.89%
<b>Total</b>	<b>9,900,756</b>	<b>45.55%</b>	<b>6,600,504</b>	<b>62.36%</b>
% Change during the year				
Rajesh Gupta		-6.96%		-2.90%
Anoop Garg		-4.64%		-2.07%
Geeta Goswami		-0.35%		-0.08%
Nupur Gupta		-0.04%		-0.02%
BR Hands Investment Private Ltd		-4.82%		2.23%
<b>Total</b>		<b>-16.81%</b>		<b>-2.84%</b>

#### F).Details of shareholders holding more than 5% shares in the company

Name of Share Holders	As at March 31, 2025		As at March 31, 2024	
	(In No's)	(%)	(In No's)	(%)
Rajesh Gupta	4,096,876	18.85%	2,731,251	25.80%
Br Hands Investments Private Limited	2,840,107	13.07%	1,893,405	17.89%
Anoop Garg	2,730,373	12.56%	1,820,249	17.20%
Uninav Developers Pvt Ltd	2,400,899	11.04%	1,268,333	11.98%
Shikha Gupta	1,681,200	7.73%	1,120,800	10.59%
Priya Gupta	1,652,250	7.60%	1,101,500	10.41%

#### 4 Reserve & Surplus

Particulars	As at March 31, 2025	As at March 31, 2024
<b>A) Statutory Reserve u/s 45-IC of RBI Act, 1934</b>		
Opening Balance	973.41	717.63
Statutory Reserves Fund	276.02	255.78
Closing Balance	1,249.43	973.41
<b>B) Securities Premium</b>		
Opening Balance	4,793.02	3,859.42
Add: Addition during the year	9,258.80	933.60
Less: Bonus Issue	529.25	-
Less: Issue Expenses	712.45	-
Closing balance	12,810.12	4,793.02
<b>C) Profit &amp; Loss A/c:-</b>		
Opening Balance	3,777.69	2,754.56
Add: Profit during the year	1,380.11	1,278.91
Less: Transferred to Reserve Fund u/s 45 IC of RBI Act 1934*	276.02	255.78
Closing balance	4,881.78	3,777.69
Balance C/f to Balance sheet	18,941.33	9,544.12

#### 5 Long Term Borrowing

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non-Current	Current	Non-Current	Current
<b>Debentures (Secured)</b>				
-12% Non-Convertible Debentures	2,886.00	1,210.00	1,850.00	1,728.00
<b>Term Loans</b>				
Secured Loans				
-From Banks	2,805.38	1,713.96	1,952.14	1,691.00
-From Financial Institutions	2,781.18	5,654.43	3,566.01	7,200.91
<b>Unsecured Loans</b>				
-From Related Parties	-	415.12	-	4.14
-From Financial Institutions	534.74	465.26	-	136.02
-From Corporate Entities	-	-	-	-
<b>Total</b>	<b>9,007.30</b>	<b>9,458.77</b>	<b>7,368.15</b>	<b>10,760.07</b>

## 6 Other Liabilities

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non-Current	Current	Non-Current	Current
Interest accrued on Loan From Bank/NBFC but not due	-	96.47	-	92.24
Interest Payable on Debenture	-	37.92	-	33.69
Other Payable	-	361.96	-	260.24
Statutory Dues	-	39.49	-	55.45
Security Deposits against the Loan Portfolio	1,009.95	2,031.72	1,045.33	2,728.47
Interest Payable on Security Deposit	30.16	99.73	5.66	151.57
Advance EMI/Interest Received	-	17.23	10.57	80.72
<b>Total</b>	<b>1,040.11</b>	<b>2,684.52</b>	<b>1,061.56</b>	<b>3,402.38</b>

Note No. 6 (i) Advance EMI received against loan agreements are repayable/ adjusted over the period of the contract

## 7 Provisions

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non-Current	Current	Non-Current	Current
Provision for Gratuity	21.19	0.72	19.20	0.63
Provision for Bonus	-	1.77	-	1.38
Provision for Income Tax	-	39.84	-	28.08
Provision for Standard Assets	-	96.46	-	73.99
Provision for Substandard and Doubtful Assets	-	497.04	-	220.26
<b>Total</b>	<b>21.19</b>	<b>635.83</b>	<b>19.20</b>	<b>324.34</b>

## 8 Short Term Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Current Maturity of Long-Term Borrowings (Refer Note no. 5)	9,458.77	10,760.07
<b>Total</b>	<b>9,458.77</b>	<b>10,760.07</b>

## 9 Trade Payable

Particulars	As at March 31, 2025	As at March 31, 2024
Total Outstanding dues of Micro and Small Enterprises	1.46	2.39
Total Outstanding dues other than Micro and Small Enterprises	52.08	45.09
<b>Total</b>	<b>53.54</b>	<b>47.48</b>



## 9(i) Trade Payable Ageing Schedule for year ended 31.03.2025

Particulars	Outstanding for following periods from due date of payments			
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years
(i) MSME	0.84	0.62	-	-
(ii) Others	47.90	0.92	-	3.26
(iii) Disputed dues – MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

## Trade Payable Ageing Schedule for year ended 31.03.2024

Particulars	Outstanding for following periods from due date of payments			
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years
(i) MSME	2.39	-	-	-
(ii) Others	41.83	-	-	3.26
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

## 14 Deferred Tax assets

Particulars	As at March 31, 2025	As at March 31, 2024
Tax effect of items constituting Deferred Tax Assets		
Difference between book balance and tax balance of Property Plant and Equipments and Intangible Assets	9.17	9.89
Provision for Non Performing Assets	125.10	55.44
Contingent Provision for Standard Assets	24.28	18.62
Provision for Gratuity	5.51	4.99
<b>Total</b>	<b>164.07</b>	<b>88.94</b>

## 15 Loans &amp; Advances -Receivables Under Financing Activities

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non Current	Current	Non Current	Current
<b>Secured</b>				
-Considered Good Assets	5,047.36	20,382.19	2,518.86	15,495.11
-Sub-Standard Assets	-	1,416.07	-	1.20
-Doubtful Assets	-	-	-	-
<b>Unsecured</b>				
-Considered Good Assets	5,292.72	7,862.69	3,395.35	8,185.12
-Sub-Standard Assets	-	1,069.14	-	1,100.12
-Doubtful Assets	-	-	-	-
-Write-off Assets	325.19	-	288.76	-
<b>Total</b>	<b>10,665.27</b>	<b>30,730.09</b>	<b>6,202.97</b>	<b>24,781.55</b>
Less: Loan Write-off	325.19	-	288.76	-
<b>Net Assets after Write-off</b>	<b>10,340.08</b>	<b>30,730.09</b>	<b>5,914.21</b>	<b>24,781.55</b>

#### 16 Other Non current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Deposit given/lienied as security against borrowings	272.47	58.69
Interest Receivable on Security Deposit	5.25	4.15
Security Deposits	0.90	1.70
<b>Total</b>	<b>278.62</b>	<b>64.54</b>

#### 17 Cash & Cash Equivalent

Particulars	As at March 31, 2025	As at March 31, 2024
Cash-In-Hand	17.78	6.90
Balances with Banks		
- Current Account Balance	403.66	767.93
- Fixed Deposit (less than 3 months)	150.23	-
<b>Total</b>	<b>571.67</b>	<b>774.83</b>

#### 18 Other Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Interest Accrued on Loan & Advances but not due/Received	344.32	287.26
Deposit given/lienied as security against borrowings	151.50	729.97
Interest Accrued on Security Deposit	7.27	41.60
Security Deposits	2.91	4.50
Other Advances	13.27	4.57
Trade Receivables	2.24	-
Capital Advance	5.00	-
Prepaid expenses	1.89	2.83
Income Tax Paid	3.87	3.87
TDS Recoverable	0.66	5.73
GST Input	34.23	8.68
Insurance Claim Receivable	4.45	5.55
<b>Total</b>	<b>571.61</b>	<b>1,094.56</b>

#### 19 Revenue from operations

Particulars	As at March 31, 2025	As at March 31, 2024
Interest Income from Financing Activities	5,382.39	5,862.77
Processing and Other Fees	581.05	459.43
<b>Total</b>	<b>5,963.44</b>	<b>6,322.20</b>

## 20 Other Income

Particulars	As at March 31, 2025	As at March 31, 2024
Interest income on FD/ Security Deposit against Borrowing	88.31	56.87
Bad Debts Recovered	6.60	2.08
Profit/Loss on fixed assets	-	14.90
Misc Income	3.99	-
<b>Total</b>	<b>98.90</b>	<b>73.85</b>

## 21 Employee Benefit Expense

Particulars	As at March 31, 2025	As at March 31, 2024
Salary	179.10	160.82
Staff Welfare	34.23	5.11
Director Remuneration	75.71	117.93
EPF- Administration charges	0.48	0.50
EPF- Employer contribution	11.89	12.18
ESIC-Employer contribution	0.82	0.65
Bonus Exp	2.24	1.73
Gratuity Provision	4.71	6.81
Incentive Expenses	3.50	4.51
<b>Total</b>	<b>312.68</b>	<b>310.24</b>

## 22 Finance Cost

Particulars	As at March 31, 2025	As at March 31, 2024
Interest on Loan	1,790.34	2,214.77
Interest on FLDG	183.07	195.34
Interest on OD Limit	2.02	9.47
Interest on Debenture(NCD)	356.35	503.46
Other Borrowing Costs	79.71	54.70
<b>Total</b>	<b>2,411.49</b>	<b>2,977.74</b>

## 23 Depreciation & Amortization Cost

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation on Tangible Assets	46.10	25.95
Depreciation on Intangible Assets	0.44	0.74
<b>Total</b>	<b>46.54</b>	<b>26.69</b>

## 24 Provision & Write-off

Particulars	As at March 31, 2025	As at March 31, 2024
Provision on Standard Assets	22.47	-13.73
Provision on Sub-standard & Doubtful Assets	276.78	151.97
Loan Write off during the period	325.19	288.76
<b>Total</b>	<b>624.44</b>	<b>427</b>

## 25 Other expenses

Particulars	As at March 31, 2025	As at March 31, 2024
Business Promotion Expenses	14.10	4.79
Payment to Statutory Auditors	6.41	2.25
Professional & Technical Fees	263.40	105.67
Portfolio Management Fees	420.33	722.11
Branch Expenses - Dibai	2.51	-
Computer repair & Maintenance	1.11	0.80
Repair and Maintenance-General	2.19	3.32
Insurance Expenses	2.33	5.51
Electricity expenses	7.03	5.54
Bank Charges	0.23	1.14
Conveyance	9.36	6.58
Office expenses	17.32	15.58
Misc. Expenses	1.36	1.82
Postage & Courier	0.49	0.36
Printing & Stationery	1.62	2.67
Communication expenses	1.89	1.64
Rent-Office & Branches	23.25	23.95
Travelling Exp.	46.32	24.70
Fees Rates & Taxes	1.47	2.09
Stamp Duty Expenses	1.06	0.98
Interest on Income Tax and TDS	0.57	1.40
Corporate Social Responsibility-Contribution	25.84	17.08
<b>Total</b>	<b>850.19</b>	<b>949.98</b>

### 25(i) Payment to Statutory Auditors (excluding taxes)

Particulars	As at March 31, 2025	As at March 31, 2024
For Statutory and Tax Audit Fee	3.00	2.00
For Other Services	3.00	0.25
<b>Total</b>	<b>6.00</b>	<b>2.25</b>



## 26 (A) Computation of basic and diluted earning per share

Particulars	As at March 31, 2025	As at March 31, 2024
Particulars		
Basic earning per share		
Profit after tax	1,380.11	1,278.91
Weighted average number of shares (For Basic EPS)	18,350,069	15,568,683
Basic EPS* (In Rs.)	7.52	8.21
Diluted earning per share		
Profit after tax	1,380.11	1,278.91
Add/(less): Effect of dilution on profit	-	-
Revised profit after tax	1,380.11	1,278.91
Weighted average number of shares (For Diluted EPS)	18,350,069	15,568,683
Diluted EPS (In Rs.)*	7.52	8.21

## (B) Reconciliation Of Basic And Diluted Shares Used In Computing Earning Per Share

Particulars		
Opening	1,05,85,090	94,18,090
Bonus Issue	52,92,541	52,92,541
Add: Issued during the year #	24,72,438	8,58,052
Basic earnings per equity share - weighted average number of equity shares outstanding (Nos) - Closing	1,83,50,069	1,55,68,683
Add/(Less): Effect of dilutive shares (Nos)		
Diluted earnings per equity share - weighted average number of equity shares outstanding (Nos)	1,83,50,069	1,55,68,683

# Number of shares issued during the year is adjusted for issue date to arrive at weighted average

## Previous Year EPS have been revised due to bonus issued in Current Year.

## 5.1 Terms and Condition for Borrowings

As at 31st March, 2025

Name of Lender	Interest rates	Term of Redemption /Repayment	Maturity	Long term	Short term/ current	Security
<b>Debentured Secured :</b>						
Series 'I' Secured Redeemable Non Convertible Debenture (Nos of NCD - 570 for Rs. 100000 each)	12%	Maturity	15-Dec-25	0.00	570.00	Book Debts
Series 'J' Secured Redeemable Non Convertible Debenture (Nos of NCD - 640 for Rs. 100000 each)	12%	Maturity	28-Mar-26	0.00	640.00	Book Debts
Series 'K' Secured Redeemable Non Convertible Debenture (Nos of NCD - 500 for Rs. 100000 each)	12%	Maturity	15-Sep-26	500.00	-	Book Debts
Series 'L' Secured Redeemable Non Convertible Debenture (Nos of NCD - 1959 for Rs. 100000 each)	12%	Maturity	27-Sep-27	1,959.00	-	Book Debts
Series 'M' Secured Redeemable Non Convertible Debenture (Nos of NCD - 427 for Rs. 100000 each)	12%	Maturity	25-Mar-28	427.00	-	Book Debts
<b>Secured Term Loans:</b>						
<b>From Banks</b>						
City Union Bank-TL1	10.60%	Monthly	3-Jan-29	755.73	214.71	Commercial property and Book debts
City Union Bank-TL2	11%	Monthly	5-Feb-30	1,653.61	320.37	Commercial property and Book debts
ICICI BANK- TL	11%	Monthly	31-Jul-26	208.33	500	Fixed Deposits and Book Debts
STATE BANK OF INDIA_TL	11.15%	Monthly	30-Nov-25	-	636.22	Residential property and Book debts
HDFC (Vehicle loan)	8.50%	Monthly	5-Jun-28	19.07	7.37	Vehicle Hypothecation
ICICI Bank - Car Loan1	9%	Monthly	1-Jan-30	36.24	7.58	Vehicle Hypothecation
ICICI Bank - Car Loan2	9%	Monthly	1-Jan-30	120.88	25.27	Vehicle Hypothecation
ICICI Bank - Car Loan3	9.50%	Monthly	10-Nov-29	11.52	2.44	Vehicle Hypothecation
From Financial Institutions	12%-15%	Monthly	from 11 June 25 to 03 Feb 28	2,781.18	5,654.43	Book debts*
<b>Unsecured Term Loans :</b>						
From Financial Institutions	14%	Monthly	25-Mar-27	534.737	465.26	Unsecured Loans
From Related Parties	12%	Repayable on demand	Repayable on demand	-	415.12	Unsecured Loans
<b>Total</b>				<b>9,007.30</b>	<b>9,458.77</b>	

As at 31st, March 2024

Name of Lender	Interest rates	Term of Redemption /Repayment	Maturity	Long term	Short term/ current	Security
<b>Debentured Secured :</b>						
Series 'G' Secured Redeemable Non Convertible Debenture (Nos of NCD - 743 for Rs. 100000 each)	12%	Maturity	31-Oct-24	-	743.00	Book Debts
Series 'H' Secured Redeemable Non Convertible Debenture (Nos of NCD - 985 for Rs. 100000 each)*	12%	Maturity	30-May-25	-	985.00	Book Debts
Series 'I' Secured Redeemable Non Convertible Debenture (Nos of NCD - 700 for Rs. 100000 each)	12%	Maturity	15-Dec-25	700.00	-	Book Debts
Series 'J' Secured Redeemable Non Convertible Debenture (Nos of NCD - 650 for Rs. 100000 each)	12%	Maturity	28-Mar-26	650.00	-	Book Debts
Series 'K' Secured Redeemable Non Convertible Debenture (Nos of NCD - 500 for Rs. 100000 each)	12%	Maturity	15-Sep-26	500.00	-	Book Debts
<b>Secured Term Loans:</b>						
<b>From Banks</b>						
AU Small Finance Bank Limited	14.70%	Monthly	3-May-24	-	55.56	Residential Property and Book Debts
South Indian Bank Term Loan	11%	Monthly	31-Dec-24	0.00	149.82	Cash collateral and Book Debts
South Indian Bank Term Loan	11%	Monthly	19-Jul-26	93.04	70.09	Cash collateral and Book Debts
South Indian Bank Term Loan	10.75%	Monthly	1-Nov-26	222.23	133.32	Cash collateral and Book Debts
State Bank Of India	11.05%	Monthly	3-Jan-29	629.97	1,080	Residential Property and Book Debts
HDFC Car Loan	8.50%	Monthly	5-Jun-28	26.44	6.76	Vehicle Hypothecation
City Union Bank	10.60%	Monthly	3-Jan-29	980.45	195.45	Commercial property and Book debts
From Financial Institutions	12%-15%	Monthly	From May 2024 to Feb 2028	3,566.01	7,200.91	Book debts**
<b>Unsecured Term Loans :</b>						
From Financial Institutions	15%	Quarterly	31-Jan-25	-	136.02	Unsecured Loans
From Relatives	9%	Repayable on demand	Repayable on demand	-	4.14	Unsecured Loans
Total				7,368.15	10,760.07	

- Series G and H of NCD were prepaid in April'24.

\*\*Term loans from Grow Money Capital Pvt Ltd, Alwar General Finance Co Pvt Ltd, MAS Financial Services Ltd and TATA Capital Services Ltd are further secured by cash collateral in the shape of Fixed deposit/security deposit as per their loan agreement in addition to hypothecation of receivables.

## 10 Property, Plant and Equipment

Particular	Computer	Office Equipments	Furniture & Fittings	Vehicles	Free hold Land	Building	Electrical Fitting	Plant and Machinery	Total
<b>Gross Block</b>									
As at April 1, 2024	19.76	15.83	27.35	194.75	655.62	-	-	-	913.32
Addition	3.89	1.29	46.85	242.14	-	306.03	20.06	65.85	686.11
Deletion	-	-	-	-	-	-	-	-	-
As at March 31, 2025	23.66	17.12	74.19	436.89	655.62	306.03	20.06	65.85	1,599.43
<b>Accumulated Depreciation</b>									
As at April 1, 2024	17.78	12.61	21.61	141.10	-	-	-	-	193.11
Addition	1.42	1.37	2.34	35.92	-	3.50	0.60	0.93	46.10
Deletion	-	-	-	-	-	-	-	-	-
As at March 31, 2025	19.21	13.98	23.95	177.03	-	3.50	0.60	0.93	239.21
As at March 31, 2024	1.98	3.22	5.74	53.65	655.62	-	-	-	720.21
As at March 31, 2025	4.45	3.14	50.24	259.87	655.62	302.53	19.46	64.92	1,360.21

## 11 Other Intangible Assets

<b>Gross Block</b>	
As at April 1, 2024	26.19
Addition	
Deletion	
As at March 31, 2025	26.19
<b>Depreciation</b>	
As at April 1, 2024	25.76
Addition	0.44
Deletion	
As at March 31, 2025	26.20
As at March 31, 2024	0.45
As at March 31, 2025	0.00



## 12 Capital work in progress

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
CWIP					
31.03.2025					
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
31.03.2024					
Project in progress	146.26	-	-	-	146.26
Projects temporarily suspended	-	-	-	-	-

## 13 Intangible assets Under Development

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Intangible assets Under Development					
31.03.2025					
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
31.03.2024					
Project in progress	0.26	-	-	-	0.26
Projects temporarily suspended	-	-	-	-	-

## 27 Employee benefit Plan

### A Defined Benefit plan

#### **Retiring gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company does not make any contributions to gratuity funds and the plan is unfunded. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The defined benefit plans expose the Company to a number of actuarial risks as below:

- Interest risk:** A decrease in the bond interest rate will increase the plan liability.
- Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.
- Longevity risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. An increase in the life expectancy of the plan participants will increase the plan's liability.

The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:

(i) Change in Benefit Obligation	As at 31st Mar, 2025	As at 31st Mar, 2024
Present value of obligation as at the beginning of the period	19.83	13.69
Interest cost	1.44	1.01
Current service cost	4.19	3.92
Benefits paid	(2.63)	(0.67)
Actuarial (gain)/loss on obligation	(0.92)	1.88
Present value of obligation as at the end of period	21.91	19.83

(ii) Fair value of plan assets	As at 31st Mar, 2025	As at 31st Mar, 2024
Fair value of plan assets at the beginning of the period	-	-
Fair value of plan assets at the end of the period	-	-
Funded status	(21.91)	(19.83)

(iii) Actuarial Gain / loss recognized	As at 31st Mar, 2025	As at 31st Mar, 2024
Actuarial gain /(loss) for the period- obligation	0.92	(1.88)
Actuarial (gain)/loss for the period - plan assets	-	-
Total (gain)/loss for the period	(0.92)	1.88
Actuarial (gain) / loss recognized in the period	(0.92)	1.88

(iv) The amounts to be recognized in balance sheet and related analysis	As at 31st Mar, 2025	As at 31st Mar, 2024
Present value of obligation as at the end of the period	21.91	19.83
Fair value of plan assets as at the end of the period	-	-
Funded status / Difference	(21.91)	(19.83)
Excess of actual over estimated	-	-
Unrecognized actuarial (gains)/losses	-	-
Net asset/(liability) recognized in balance sheet	(21.91)	(19.83)

(v) Expense recognized in the statement of profit and loss	As at 31st Mar, 2025	As at 31st Mar, 2024
Current service cost	4.19	3.92
Past service cost	-	-
Interest cost	1.44	1.01
Expected return on plan assets	-	-
Curtailment cost / (Credit)	-	-
Settlement cost / (credit)	-	-
Net actuarial (gain)/ loss recognized in the period	(0.92)	1.88
Expenses recognized in the statement of profit & losses	4.71	6.81

(vi) Bifurcation of PBO at the end of year	As at 31st Mar, 2025	As at 31st Mar, 2024
Current liability	0.72	0.63
Non-Current liability	21.19	19.21
Total PBO at the end of year	21.91	19.83

(vii) Actuarial Assumption	As at 31st Mar, 2025	As at 31st Mar, 2024
Discounting Rate	7.04	7.25
Future salary Increase	6.00	6.00
Expected Rate of return on plan assets	-	-

(viii) Sensitivity Analysis of the defined benefit obligation.		
a) Impact of the change in discount rate	As at 31st Mar, 2025	As at 31st Mar, 2024
Present Value of Obligation at the end of the period	21.91	19.83
1 Impact due to increase of 0.50%	(1.55)	(1.41)
2 Impact due to decrease of 0.50 %	1.71	1.56
b) Impact of the change in salary increase		
Present Value of Obligation at the end of the period	21.91	19.83
1 Impact due to increase of 0.50%	1.34	1.51
2 Impact due to decrease of 0.50 %	(1.22)	(1.43)

## B. DEFINED CONTRIBUTION PLAN

### PROVIDENT FUND

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the employee provident fund organization (EPFO). The total expenses recognised in the statement of profit and loss during the year on account of defined contribution plans amounted to Rs. 12.37 Lakhs (31.03.2024: Rs. 12.68 Lakhs )"

### 28 Corporate Social Responsibility (CSR) Expenses:

Nature of Transaction	For the year ended March 31, 2025	For the year ended March 31, 2024
Amount required to be spent by the company during the year	25.84	17.08
Amount of expenditure incurred	25.84	17.08
Shortfall at the end of the year	-	-
Total of previous year shortfall	-	-
Reason of shortfall	NA	NA
Nature of CSR activities	Promoting Education	Promoting Education
Details of related party transactions	Nil	Nil

### 29 Details of Non-Performing Assets (NPA) and % of Assets Under Management (AUM) are as follow.

Particulars	As at 31 March 2025	As at 31 March 2024
Gross NPA on AUM	2,485.21	1,101.32
Net NPA on AUM	1,988.17	881.06
Gross NPA as % of AUM	6.05%	3.59%
Net NPA as % of AUM	4.84%	2.87%

### 30 Disclosures for operating leases under Accounting Standard 19 – “Accounting for Leases”.

The Company has entered into lease and license agreements for taking office premises on rental basis for 60 months ending in February 2028.

The specified disclosure in respect of these agreements is given below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Lease payments recognized in the Statement of Profit and Loss	23.25	23.95

### 31 Segment Reporting

The Company is an NBFC engaged primarily in the business of Lending and all its operations are in India only. Accordingly, there are no separate reportable segments as per Accounting Standard 17 – “Segment Reporting”.

### 32 Contingent Liabilities and Commitments

The Company received a demand notice from the Income Tax Department for the Assessment Year 2019–20 on 27/03/2025. The demand pertains to an addition to income made by the Department in respect of certain unsecured loans received by the Company. The Company does not agree with the demand and has filed an appeal with the Commissioner of Income Tax (Appeals) [CIT(A)] on 18/04/2025. The Company expects a favourable outcome in the appeal; accordingly, the amount has been disclosed as a contingent liability.

Issued Under Act and section	Assessment Year	Amount
Income Tax Act, 1961/ Section 147/143(3)	2019-20	54,952,100

### 33 Disclosure of usage of borrowed Funds

The Company has borrowed funds from different banks & financial institutions and these funds have been fully utilised only for the purpose for which they were raised.

### 34 Related Party Transactions

#### a) List of related parties

Category	Name	Relationship with company
Key Management Personnel (KMP)	Rajesh Gupta	Managing Director
	Anoop Garg	Director
	Geeta Goswami	Director
	Nupur Gupta	Non Executive Director
	Kritika Goswami	Company Secretary (Jan-24 to till Date)
	Prashant Raghuvanshi	CFO (Jun-24 to till Date)
Relatives of KMP	Arushi Garg	Daughter of Director
	Kanta Rani	Mother of Director
	Priya Garg	Wife of Director
	Sandhya Gupta	Sister of Director
	Shikha Gupta	Wife of Director
	Sumer Chand Garg	Director's Father
Entities in which KMP / Relatives of KMP can exercise significant influence	Sumer Chand Garg HUF	Concern of Father of Director
	Nupur recyclers Ltd	Common Director
	Nupur Infratech Pvt Ltd	Common Director
	Uninav Developers Pvt Ltd	Common Director
	Vertex Buildwell Pvt Ltd	Common Director
	Rajesh Gupta HUF	Director's Concern
	Anoop Garg HUF	Director's Brother's Concern
	Wellvest Capitals India Pvt. Ltd	Common Director
	B R Hands Investments Pvt Ltd.	Common Director
	Paravest Educom Private Ltd.	Common Director
	Frank Metals Recyclers pvt Ltd	Common Director



## b) Transactions with related parties

Nature of Transaction	Key Management Personnel (KMP)	Relatives of KMP	Entities in which KMP / Relatives of KMP can exercise significant influence	Total
<b>Interest on Loan Paid</b>				
31 March, 2025	27.47		35.72	63.19
31 March, 2024	0.15	0.02	122.97	123.14
<b>Loan Repayment</b>				
31 March, 2025	129.33		1,105	1,234.33
31 March, 2024	513.15	7.00	3,362	3,882.15
<b>Loan Taken</b>				
31 March, 2025	520	-	1,105	1,625
31 March, 2024	517.15	3	437	957.15
<b>Loan Taken Back</b>				
31 March, 2025	-	-	564.50	564.50
31 March, 2024	-	-	1,432	1,432
<b>Director Remuneration</b>				
31 March, 2025	75.71	-	-	75.71
31 March, 2024	117.93	-	-	117.93
<b>Interest on NCD</b>				
31 March, 2025	1.15	1.21	0.87	3.24
31 March, 2024	0.98	2.55	2.87	6.40
<b>Investment in NCD</b>				
31 March, 2025	10.00			10
31 March, 2024	8.00	4.00	2.00	14
<b>Loan Given</b>				
31 March, 2025			947.50	947.50
31 March, 2024	-	-	1,373	1,373
<b>Interest Received</b>				
31 March, 2025			27.96	27.96
31 March, 2024	-	-	38.05	38.05
<b>Redemption of NCD</b>				
31 March, 2025	1	7	14	22
31 March, 2024	7	6	4	17
				<b>Salary</b>
31 March, 2025	17.93	8.40		26.33
31 March, 2024	12.93	-	-	12.93
				<b>Call Money on Shares</b>
31 March, 2025	-	-	-	-
31 March, 2024	37.80	1,003.50	9	1,050.30

## c) Balance outstanding

Nature of Transaction	Key Management Personnel (KMP)	Relatives of KMP	Entities in which KMP / Relatives of KMP can exercise significant influence	Total
<b>Remuneration Payable</b>				
31 March, 2025	2.75	-	-	2.75
31 March, 2024	3.10	-	-	3.10
<b>Interest on NCD Payable</b>				
31 March, 2025	0.15	0.10	0.07	0.32
31 March, 2024	0.07	0.17	0.21	0.45
<b>Loan given</b>				
31 March, 2025			490	490
31 March, 2024			107	107
<b>NCD</b>				
31 March, 2025	16	10	7	33
31 March, 2024	7	17	21	45
<b>Unsecured Loan Taken</b>				
31 March, 2025	411.35	-	-	411.35
31 March, 2024	4	-	-	4
<b>Interest on Loan Payable</b>				
31 March, 2025	4.19	-	-	4.19
31 March, 2024	0.15	-	-	0.15
<b>Interest Receivable</b>				
31 March, 2025	-	-	-	-
31 March, 2024	-	-	2.10	2.10
<b>Salary Payable</b>				
31 March, 2025	1.66	0.70	-	2.36
31 March, 2024	-	1.13	-	1.13

## 35 Disclosure on significant ratios

Particulars	As at Mar 31, 2025	As at Mar 31, 2024	Change
Current Ratio	2.48	1.83	0.65
Debt-Equity Ratio,	0.87	1.71	-0.84
Debt Service Coverage Ratio	1.77	1.58	0.19
Return on Equity Ratio	0.09	0.14	-0.05
Net capital turnover ratio	0.31	0.52	-0.21
Net profit ratio	0.23	0.20	0.03
Return on Capital employed	0.04	0.04	0

# There are significant changes in ratio due to significant increase in business during the previous year.

### Methodology:

1. Current Ratio = Current Asset / Current Liability
2. Debt-Equity Ratio = Total Debt / (Total Debt + Equity)
3. Debt Service Coverage Ratio = EBITDA / Finance Cost
4. Return on Equity Ratio = Profit After Tax / Average Equity
5. Net Capital Turnover Ratio = Revenue from Operations / (Current Asset - Current Liability)
6. Net Profit Ratio = Profit After Tax / Revenue from Operations
7. Return on Capital Employed = Profit After tax / Average (Equity + Debt)

### 36 Disclosure as per RBI Notifications -Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

#### 36.1 Exposure to real estate sector

There is no exposure to real estate sector

#### 36.2 Exposure to Capital Market:

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
(i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	-	-
(ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds , convertible debentures , and units of equity-oriented mutual funds;	-	-
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stock brokers and market makers;	-	-
(vi) Bridge loans to companies against expected equity flows / issues;	-	-
(vii) All exposures to Venture Capital Funds (both registered and unregistered)	-	-
<b>Total Exposure to Capital Market</b>	-	-

#### 36.3 Sector wise Non performing assets- NPAs

##### (a) As at Mar 31, 2025

Particulars	Total Exposure (Rs)	Gross NPA (Rs)	Gross NPA(%)
Agriculture & Allied Activities I.E.			
Micro Lending Activities	418.62	35.29	8.43%
Auto Loans	252.12	191.20	75.84%
Corporate Borrowers	36,473.21	2,240.62	6.14%
MSME	3,579.86	17.43	0.49%
Unsecured Personal Loans	346.36	0.67	0.19%
<b>Total</b>	<b>41,070.17</b>	<b>2,485.21</b>	

## (b) As at Mar 31, 2024

Particulars	Total Exposure (Rs)	Gross NPA (Rs)	Gross NPA(%)
Agriculture & Allied Activities I.E. Micro Lending Activities	-	-	0%
Auto Loans	999.46	1.20	0.12%
Corporate Borrowers	22,478.19	704	3.13%
MSME	7,165.54	396.12	5.53%
Unsecured Personal Loans	52.54	-	0%
Total	30,695.73	1,101.32	

36.4 Unhedged foreign currency exposure  
There are no foreign currency exposure

## 36.5 Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

I	Complaints received by NBFC	As at Mar 31, 2025	As at Mar 31, 2024
1	No of complaints pending at the beginning of the year	0	0
2	No of complaints received during the year	28	7
3	No of complaints redressed during the year	28	7
	Out Of 3, number of complaints rejected by the NBFC	-	-
4	No of complaints pending during the year	0	0

II	Complaints received by NBFC from Office of Ombudsman	As at Mar 31, 2025	As at Mar 31, 2024
1	Number of maintainable complaints received by the NBFC from Office of Ombudsman	-	-
2	Of 1, number of complaints resolved in favour of the NBFC by Office of Ombudsman	-	-
3	Of 1, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
4	Of 1, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC		
5	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

III Top five grounds of complaints received by the NBFCs from customers  
As at Mar 31, 2025

Grounds of Complaints	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year
1. Delay in correction of credit status	-	11	57.1%	-
2. NOC/ Loan closure letter not issued	-	17	1700.0%	-



As at Mar 31, 2025

Grounds of Complaints	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year
1. Delay in correction of credit status	-	7	75.0%	-
2. NOC/ Loan closure letter not issued	-	0	0.0%	-

### 37 Other matters

(1) As on March 31, 2025, the Company has unsecured loan exposures of ₹445.25 lakhs and ₹247.17 lakhs to two borrowers, with EMIs overdue for 602–619 days. A 20% provision has been made as per the Company's policy, as none of the loans have crossed the 630-days threshold as on 31st March 2025, for full provisioning.

(2) Insolvency proceedings have been initiated against a borrower with an outstanding secured loan of ₹1,212.46 lakhs as on March 31, 2025. The Company expects favorable recovery and has made provisioning as per its policy and applicable RBI norms

### 38 Other disclosures/information

Additional information required as per Schedule III of the Companies Act, 2013 :

#### (i) Details of benami property held

No proceedings have been initiated or are pending against the Company as at March 31, 2025 for holding benami property under the Benami Transactions (Prohibition) Act (45 of 1988), as amended and rules made thereunder.

#### (ii) Wilful defaulter

The company is not declared wilful defaulter by any bank, financial institution or lender as at March 31, 2025.

#### (iii) Relationship with struck off companies

There are no transactions made by the Company during the year with struck off companies as at March 31, 2025.

#### (iv) Compliance with number of layers of companies

The Company does not have any subsidiary or Associate or Joint Venture company during the year.

#### (v) Compliance with approved scheme(s) of arrangements

During the year, no scheme of arrangements in relation to the Company has been approved by the competent authority in terms of Section 232 to 237 of the Companies Act, 2013. Accordingly, this clause is not applicable to the company.

**(vi) Utilization of borrowed funds and share premium**

As a part of normal lending business, the company grants loans and advances on the basis of security/guarantee provided by the Borrower/Co-borrower. These transactions are conducted after exercising proper due diligence. Other than transactions described above, during the year the Company has not advanced or lend or invested funds (either from the borrowed funds or share premium or any other sources or kind of funds) to any person or entity, including foreign entity (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries. The Company has not received any fund from any person or entity, including foreign entity (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**(vii) Undisclosed income**

The Company does not have any unrecorded transactions in the books of account which have been surrendered or disclosed as Income during the year in the tax assessment under the Income Tax Act, 1961.

**(viii) Transactions in crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the year ended March 31, 2025.

**(ix) Revaluation of property, plant & equipment and intangible asset**

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year ended March 31, 2025.

**(x) Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are pending to be registered with the Registrar of Companies as on March 31, 2025.

39 Previous year figures have been regrouped/reclassified to confirm to current year classification

As per our report of even date

**For KRA & Co.**

Chartered Accountants

Firm Regd. No.020266N

Sd/-

**Rajat Goyal**

(Partner)

Membership No. : - 503150

UDIN: 25503150BMJBYU9923

Place: New Delhi

Dated: 12/05/2025

**For and on behalf of the Board of Directors**

**USHA FINANCIAL SERVICES LIMITED**

Sd/-

**Rajesh Gupta**

Managing Director

DIN-01941985

Sd/-

**Prashant Raghuwanshi**

CFO

M.No. : 460716

Sd/-

**Geeta Goswami**

CEO & Director

DIN: 07810522

Sd/-

**Kritika**

Company Secretary

M.No : 65161

## **NOTICE OF 29TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 29th Annual General Meeting of the members of USHA FINANCIAL SERVICES LIMITED will be held on Tuesday, 30th day of September, 2025 at 04:00 P.M at the registered office of the company situated at Plot No. 73, First Floor, Patparganj, Industrial Area, Delhi-110092 through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to 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, 2025, 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 ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

#### **2.TO APPOINT A DIRECTOR IN PLACE OF MR. RAJESH GUPTA (DIN: 01941985), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE TO OFFER HIMSELF 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** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Rajesh Gupta (DIN: 01941985), who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

#### **3.TO APPOINT M/S RAJEEV SHAGUN GUPTA & CO., CHARTERED ACCOUNTANTS, HAVING FIRM REGISTRATION NO. 018530N, AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, the consent of the members be and are hereby accorded to re-appoint M/s Rajeev Shagun Gupta & Co., Chartered Accountants, having Firm Registration No. 018530N as Statutory Auditors of the Company, to hold office for a period of 5 (Five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company to be held in the



year 2030, on such remuneration as may be decided by the Board of Directors.”

#### **SPECIAL BUSINESS:**

#### **4.TO APPOINT M/S. PRIYA BINANI & ASSOCIATES (PEER REVIEW CERTIFICATE NO.: 6751/2025), PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, M/s. Priya Binani & Associates (Peer Review Certificate No.: 6751/2025), Practicing Company Secretaries, be and are hereby appointed as the Secretarial Auditors for the Company to conduct the Secretarial audit of the company for five (5) consecutive years commencing from financial year 2025-26 till financial year 2029-30 at such remuneration plus applicable taxes as may be determined, from time to time, by the Board or any

committee of the Board or any officer of the Company authorized by the Board in this regard.

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

#### **5.APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS (S) WITH TYCOD AUTOTECH PRIVATE LIMITED**

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

**“RESOLVED THAT** pursuant to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactment thereof), pursuant to the 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 to authorize Board 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) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, to be entered into and/or to be executed with M/S TYCOD AUTOTECH PRIVATE LIMITED, a related party of the Company, 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, up to an aggregate limit of **Rs. 25,00,00,000 (Rupees Twenty-Five Crores only)**, provided, however, that the said contract(s) or agreement(s) or arrangement(s) or transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized 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 of the Company be and is hereby authorized 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."

**For USHA FINANCIAL SERVICES LIMITED**

**Sd/-**

**KRITIKA**

**Company Secretary & Compliance Officer**

**M.NO.: A65161**

**ADDRESS: SECTOR-39, ROHINI, DELHI-110081**

**DATE: 02.09.2025**

**PLACE: Delhi**

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. 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 the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.ushafinancial.com/general-meetings.html>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of



India Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7.The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER**

**STEP 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**STEP 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The voting period begins on September 27, 2025 at 09:00 A.M. and ends on September 29, 2025 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 24, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No.

SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**STEP 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

TYPE OF SHAREHOLDERS	LOGIN METHOD
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

TYPE OF SHAREHOLDERS	LOGIN METHOD
<b>Individual Shareholders holding securities in demat mode) login through their Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" module
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and

voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	FOR PHYSICAL SHAREHOLDERS AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT.
<b>PAN</b>	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details</b>  <b>OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions

contained in this Notice.

ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

➤ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

➤ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

➤ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

➤ The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

➤ It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

➤ Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@ushafinancial.com](mailto:compliance@ushafinancial.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@ushafinancial.com](mailto:compliance@ushafinancial.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@ushafinancial.com](mailto:compliance@ushafinancial.com).
8. These queries will be replied to by the company suitably by email. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask

questions during the meeting.

9. Only those shareholders, who are present in the 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders , Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

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

**Sd/-**  
**KRITIKA**  
**Company Secretary & Compliance Officer**  
**M.NO.: A65161**  
**ADDRESS: SECTOR-39, ROHINI, DELHI- 110081**

**Date: 02.09.2025**  
**Place: Delhi**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ("SECRETARIAL STANDARDS").**

**ITEM NO. 4**

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of M/S. PRIYA BINANI & ASSOCIATES (Peer Review Certificate No.: 6751/2025), Practicing Company Secretaries, as Secretarial Auditors of the Company at the ensuing 29th Annual General Meeting for a term of 5 consecutive Years, to conduct Secretarial Audit for the period commencing from April 1, 2025, to 31st March, 2030 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum

M/s. Priya Binani & Associates, Practicing Company Secretaries, have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

The appointment is subject to members' approval at the Annual General Meeting. Accordingly, the consent of the members is sought for the appointment of M/s. Priya Binani & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.



The Board recommends the item as set out in Item No. 4 of this Notice for approval of the Members as **Ordinary Resolution**.

#### ITEM NO. 5

The provisions of Regulation 23 of SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 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 audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

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, exceeds Rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into 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. 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 September 01, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of this resolution as an **Ordinary resolution**.

In accordance with the requirements of the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, and to ensure compliance with Part A and Part B of Section III-B of the Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, read with Regulations 23(2), 23(3), and 23(4) of the SEBI (LODR) Regulations, 2015, the Company hereby discloses the following details of related party transactions for the financial year 2025-26:

S. No	Particulars	Required information/ details with explanations
1.	Basic Details of the related party: <ul style="list-style-type: none"> <li>➤ Name of the related party</li> <li>➤ Country of incorporation of the related party</li> <li>➤ Nature of business of the related party</li> </ul>	<ul style="list-style-type: none"> <li>➤ M/S Tycod Autotech Private Limited</li> <li>➤ India</li> <li>➤ Manufacturing of Auto Components</li> </ul>

S. No	Particulars	Required information/ details with explanations
2.	<p>Relationship and ownership of the related party:</p> <ul style="list-style-type: none"> <li>➤ 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: <ul style="list-style-type: none"> <li>a. Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>b. Where the related party is a partnership firm, 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).</li> <li>c. Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>➤ Tycod Autotech Private Limited (hereinafter referred to as “Tycod:”) is a subsidiary company of Nupur Recyclers Limited, a company forming a part of the promoter group of the Company. Accordingly, Tycod is a related party of Usha Financial Services Limited pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations.</li> <li>a. The company is not holding any shareholding in Tycod.</li> <li>b. Not applicable as the related party is a body corporate with share capital.</li> <li>c. Not Applicable as Tycod is not holding any share in Usha Financial Services Limited.</li> </ul>
3.	<p>Details of previous transactions with the related party:</p> <ul style="list-style-type: none"> <li>a. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</li> </ul>	<p>Tycod Autotech Private Limited became a related party of the Company with effect from September 01, 2025. As on the date of this disclosure, there are no existing or outstanding transactions between the Company and Tycod in the capacity of Related Party transactions.</p>

S. No	Particulars	Required information/ details with explanations
	<p>b. Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p> <p>c. 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 or its subsidiary during the last financial year.</p>	
4.	<p>Value/ Amount of the proposed transaction(s):</p> <p>a) Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</p> <p>b) 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?</p> <p>c) Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</p> <p>d) 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);</p>	<p>a) Upto Rs. 25 Crores</p> <p>b) Yes</p> <p>c) 41.24%</p> <p>d) Not Applicable, as the listed entity doesn't have any subsidiary.</p>

S. No	Particulars	Required information/ details with explanations
	<p>e) 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.</p> <p>f) Financial performance of the related party for the immediately preceding financial year</p>	<p>e) 100.68%</p> <p>f) Financial performance of the related party for the financial year 2024-25 is as follows:            Turnover: ₹ 2453.83 Lacs            Profit after Tax: ₹ (72.61) Lacs            Net worth: ₹ (1095.13) Lacs</p>
5.	<p>Basic details of the proposed transaction:</p> <p>i. Specific type of the proposed transaction</p> <p>ii. Details of each type of the proposed transaction</p> <p>iii. Tenure of the proposed transaction</p> <p>iv. Whether omnibus approval is being sought?</p> <p>v. 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.</p> <p>vi. Justification as to why the RPTs proposed to be entered into are in interest of the listed entity.</p>	<p>i. Loans and advances</p> <p>ii. Inter-corporate loans</p> <p>iii. Upto 24 months</p> <p>iv. No</p> <p>v. Mentioned in point 4 (i)</p> <p>vi. The funds proposed to be extended through inter-corporate loan are in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity .</p>



S. No	Particulars	Required information/ details with explanations
	<p>vii. Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:</p> <p>a) Name of the director / KMP</p> <p>b) Shareholding of the director / KMP, whether direct or indirect, in the related party</p> <p>viii. A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p> <p>ix. Other information relevant for decision making.</p>	<p>vii. Details of interest are provided hereunder:</p> <p>a. Mr. Rajesh Gupta, Managing Director of the Company is a Director in Tycod. Mrs. Nupur Gupta, Director of the company is directly interested by virtue of her shareholding in Tycod.</p> <p>b. Mrs. Nupur Gupta is holding 11% of shares in Tycod.</p> <p>viii. Not Applicable as no valuation report has been obtained.</p> <p>ix. No other information required to be provided</p>
6.	<p>Disclosure only in case of transactions relating to loans and advances as per RPT Industry Standards:</p> <p>i. Source of funds in connection with the proposed transaction.</p> <p>ii. Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:</p> <p>a. Nature of indebtedness</p> <p>b. Total cost of borrowing</p> <p>c. Tenure</p> <p>d. Other details</p>	<p>i. Not applicable in case of NBFCs</p> <p>ii. Not applicable in case of NBFCs</p>

S. No	Particulars	Required information/ details with explanations
	<p>iii. Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p>iv. Proposed interest rate to be charged by listed entity or its subsidiary from the related party.</p> <p>v. Maturity / due date</p> <p>vi. Repayment schedule &amp; terms</p> <p>vii. Whether secured or unsecured?</p> <p>viii. If secured, the nature of security &amp; security coverage ratio</p> <p>ix. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.</p> <p>x. Latest credit rating of the related party</p> <p>xi. Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><b>In addition, state the following:</b></p> <p>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;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p>	<p>iii. Not applicable in case of NBFCs;</p> <p>iv. 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;</p> <p>v. As may be mutually agreed between the parties subject to maximum period of 24 months;</p> <p>vi. Repayable on demand or in monthly/ quarterly instalments;</p> <p>vii. Unsecured;</p> <p>viii. Not Applicable as the loan shall be unsecured;</p> <p>ix. For the business operations</p> <p>x. No credit rating has been obtained.</p> <p>xi. We confirm that there has been no default on borrowings by related party from our listed company during the last three financial years. However, we do not have information in respect of any default, if any, made by any other related party or person. Further, Tycod became related party with effect from September 01, 2025.</p>

S. No	Particulars	Required information/ details with explanations
	<p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>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.</p>	
7.	<p>The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.</p>	<p>The Audit Committee and Board of Directors are authorized to approve any redaction of commercial secrets and such other information that would affect competitive position of listed entity and will affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making.</p>
8.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	<p>i. Not Applicable</p> <p>ii. The funds proposed to be extended through inter-corporate loan are in the ordinary course of business. The deployment of such funds is expected to positively impact the Company's loan book growth, enhance loans and advances, and thereby contribute to an increase in revenue of the listed entity.</p>

S. No	Particulars	Required information/ details with explanations
	<p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>iii. TERMS: -</p> <p>Tenure : Upto 24 months;</p> <p>Security : Unsecured loan therefore, no security;</p> <p>Repayment Terms : Repayable on demand or monthly/ quarterly instalments;</p> <p>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;</p> <p>Other terms: As agreed upon by the Board or the committee thereof</p> <p>iv. For the business operations</p>
9.	Review of certificate provided by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates provided by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Listed Entity as required under the RPT Industry Standards.
10.	Approval from the Audit Committee and the Board of Directors	All the terms and conditions for the proposed material related party transaction has been approved by the members of the Audit Committee in its meeting held on September 01, 2025. Subsequently, the board of directors in their meeting held on September 02, 2025



S. No	Particulars	Required information/ details with explanations
		has reviewed the proposed transaction and recommended the same for the approval of the shareholders of the company.
11.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable as no valuation report has been obtained.
12.	Any other information that may be relevant.	The transaction will be executed or modified in accordance with applicable regulations of the Reserve Bank of India, including the RBI Act, 1934, the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, and any other directions, circulars, or notifications issued by the RBI (including any modifications or re-enactments thereof).

**ATTENDANCE SLIP**

**I HEREBY RECORD MY PRESENCE AT THE ANNUAL GENERAL MEETING OF THE COMPANY USHA FINANCIAL SERVICES LIMITED ("THE COMPANY") HELD ON TUESDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2025 AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 73, FIRST FLOOR, PATPARGANJ INDUSTRIAL AREA, DELHI-110092 IN**

Full Name of the Member (in BLOCK LETTERS) .....  
Regd. Folio No. ....  
DP ID .....  
Client ID.....  
No. of Shares held.....  
Full Name of the Proxy (in BLOCK LETTERS) .....  
Member's/ Proxy's Signature.....

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

## ANNEXURE TO THE NOTICE

### **DETAILS OF THE DIRECTOR TO BE REAPPOINTED 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
1.	Name	MR. RAJESH GUPTA
2.	DIN of Director	01941985
3.	Age	54 years
4.	Nationality	INDIAN
5.	Date of First Appointment in the Board	18-03-2015
6.	Brief Resume and Experience	<p>Mr. Rajesh Gupta serves as the Promoter and Managing Director of the Company. He holds a Bachelor of Commerce degree from Delhi University and possesses more than 14 years of experience in Financial Market and metal recycling. In the Financial Year 2014-15, he successfully acquired Usha Financials. He looks after the overall management of the company. His role involved developing medium- and long-term business strategies.</p> <p>His experience may be summarized as follows: -</p> <ul style="list-style-type: none"> <li>➤ A professional with nearly 35 years of comprehensive experience gained in the field of:               <ul style="list-style-type: none"> <li>▪ Financial Market;</li> <li>▪ Risk Management;</li> <li>▪ Metal Recycling;</li> <li>▪ Real Estate</li> </ul> </li> <li>➤ 20 years of experience in Metal Recycling including import of metal scrap;</li> <li>➤ 10 years of experience in Real Estate Business;</li> <li>➤ Proven track record of building strong teams for achieving business objectives and setting organizational level &amp; leading various companies.</li> </ul>

S.NO	PARTICULARS	DETAILS
7.	Nature of expertise in specific functional areas;	A professional with nearly 34 years of comprehensive experience gained in the field of Financial Market and Risk Management.
8.	Shareholding in the Company	8193752 shares
9.	Remuneration paid during the FY 2024-25	Rs. 48,00,000/- p.a.
10.	Relationships between Directors inter-se	Mr. Rajesh Gupta is the brother of Mr. Anoop Garg (Executive Director) and father of Mrs. Nupur Gupta (Non-Executive Director)
11.	Names of listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	<p>He is holding the position of Managing Director in Nupur Recyclers Limited.</p> <p>He is also the member in following committees of Nupur Recyclers Limited:</p> <ul style="list-style-type: none"> <li>• Audit committee</li> <li>• Stakeholder Relationship Committee</li> </ul>
12.	Directorship in other entities	<ol style="list-style-type: none"> <li>1. Nupur Hospitality Private Limited</li> <li>2. Eligo Business &amp; Advisory Private Limited</li> <li>3. Uninav Buildcon Private Limited</li> <li>4. Nupur Extrusion Private Limited</li> <li>5. Continent Buildwel Private Limited</li> <li>6. Uninav Developers Private Limited</li> <li>7. Nupur Infratech Private Limited</li> <li>8. Pragati Landcon Private Limited</li> <li>9. BR Hands Investments Private Limited</li> <li>10. Vertex Buildwell Private Limited</li> <li>11. Frank Metals Recyclers Limited</li> <li>12. Nupur Recyclers Limited</li> <li>13. S.D.M. Metalloys Limited</li> <li>14. Black Tiger Advisory Private Limited</li> <li>15. Nupur Business &amp; Consulting Private Limited</li> </ol>