

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT. THIS DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES. THIS PUBLIC ANNOUNCEMENT IS NOT INTENDED FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.

NOVUS  
Loyalty

# NOVUS LOYALTY LIMITED

CIN: U72900HR2011PLC127344



Scan this QR  
to view the RHP

Our Company was incorporated under the name "Clavax Technologies Private Limited", a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated June 24, 2011 issued by Registrar of Companies, National Capital Territory of Delhi and Haryana. Further, the name of the Company was changed to "Novus Loyalty Private Limited" vide Certificate of Incorporation dated September 06, 2024 by Assistant Registrar of Companies/Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. Subsequently, the status of the Company was changed to public limited and the name of our Company was changed to "Novus Loyalty Limited" vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 16, 2025. The fresh certificate of incorporation consequent to conversion was issued on August 08, 2025 issued by Assistant Registrar of Companies/Deputy Registrar of Companies/ Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U72900HR2011PLC127344. For further details on Incorporation and Registered Office of our Company, see "History and Certain Corporate Matters" beginning on page 167 of the Red Herring Prospectus.

Registered Office: 727, Udyog Vihar Phase V, Industrial Complex Dundaehra, Gurgaon 122016, Haryana, India;

Telephone: +91 9717154514 | Email: investor@novus-loyalty.com | Website: www.novus-loyalty.com

Contact Person: Mukesh Makkar, Company Secretary and Compliance Officer

## THE PROMOTERS OF OUR COMPANY ARE DEEPAK TOMAR AND SWETA SINGH

"THE OFFER IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON SME PLATFORM OF BSE (BSE SME)."

## THE OFFER

INITIAL PUBLIC OFFER OF UP TO 41,20,000\* EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE "EQUITY SHARES") OF NOVUS LOYALTY LIMITED ("OUR COMPANY" OR "NOVUS" OR "NLL" OR "THE ISSUER") AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS COMPRISING OF FRESH OFFER OF UP TO 33,00,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 8,20,000 EQUITY SHARES BY MR. DEEPAK TOMAR AND MS. SWETA SINGH ("SELLING SHAREHOLDERS") AGGREGATING TO ₹ [●] LAKHS ("OFFER FOR SALE") ("PUBLIC OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO 2,30,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF UP TO 38,90,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE 26.49% AND 25.02% RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

\*Subject to finalisation of Basis of Allotment

### DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

Name	Type	No of Shares offered/ Amount in ₹	WACA in ₹ per Equity*
Deepak Tomar	Promoter Selling Shareholder	4,10,000 Equity Shares	NIL
Sweta Singh	Promoter Selling Shareholder	4,10,000 Equity Shares	NIL

\* As certified by M/s. L N Nangalya & Co, Chartered Accountants, Statutory Auditor of our Company, by way of their certificate dated March 05, 2026.

## PRICE BAND: ₹ 139/- to ₹ 146/- PER EQUITY SHARE OF FACE VALUE OF ₹ 10/- EACH

THE FLOOR PRICE IS 13.90 TIMES THE FACE VALUE OF THE EQUITY SHARES AND CAP PRICE IS 14.60 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE PRICE TO EARNING RATIO BASED ON DILUTED EPS FOR FY 2024-25 AT THE FLOOR PRICE IS 47.44 TIMES AND AT THE CAP PRICE IS 49.83 TIMES. BIDS CAN BE MADE FOR A MINIMUM OF 1,000 EQUITY SHARES AND IN MULTIPLES OF 1,000 EQUITY SHARES THEREAFTER.

## OFFER PROGRAM

ANCHOR BID OPENS ON: MONDAY, MARCH 16, 2026  
OPENS ON: TUESDAY, MARCH 17, 2026  
CLOSES ON: FRIDAY, MARCH 20, 2026

Our company is a technology-driven company offering loyalty and rewards solutions tailored for industries such as Fintech, E-commerce, software, Finance, Banking, FMCG and Real Estate. Focused on enhancing customer engagement, retention, and acquisition, our company has developed a modern, scalable loyalty platform using the latest technology stack. This platform delivers comprehensive, data-driven solutions that help enterprises build meaningful relationships with their customers. The company provides both customizable and ready-to-use program models, including point-based rewards, event-triggered campaigns, cashback systems, purchase-linked promotions, and digital vouchers. For more details, please refer chapter titled "Our Business" beginning on page 132 of the Red Herring Prospectus.

## ALLOCATION OF THE OFFER

QIB PORTION	NOT MORE THAN 50.00% OF THE NET OFFER
INDIVIDUAL INVESTOR PORTION	NOT LESS THAN 35.00% OF THE NET OFFER
NON-INSTITUTIONAL PORTION	NOT LESS THAN 15.00% OF THE NET OFFER
MARKET MAKER PORTION	UPTO 2,30,000 EQUITY SHARES OR 5.58% OF THE OFFER

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

The price band is justified based on the qualitative factors, quantitative factors and KPIs disclosed in the chapter title "Basis for Offer Price" beginning on page 102 of the Red Herring Prospectus.

## RISKS TO INVESTORS

### 1. Risk to Investors: Summary description of key risk factors based on materiality:

- We are highly dependent on certain key customers for a substantial portion of our revenues. Loss of relationship with any of the customers may have a material adverse effect on our profitability and results of operations.
- Our success is dependent on our ability to develop and innovate our platform, products and solutions in a cost efficient and timely manner. Any failure to do so or inability of our products/solutions to satisfy our customers or perform as desired could adversely impact our business, results of operations, cash flows and financial condition.
- Our Company has not entered into any long-term contracts with our customers. Inability to maintain regular order flow would adversely impact our revenues and profitability.
- The success of our business hinges on our ability to continually innovate in response to shifting customer needs, adopt and develop new technologies, and adapt to evolving industry standards. Operating in an industry by rapid technological advancements, dynamic industry standards, frequent service introductions, and changing customer demands, we recognize the necessity to stay ahead.
- Significant disruptions in our information technology systems or breaches of data security could affect our business and reputation.

### 2. Details of suitable ratios of the company and its peer group for the latest full financial year:

Particulars	CMP	Face Value (₹)	Basic & Diluted EPS	PE Ratio (times)	RoNW (%)	NAV per Share (₹)
Novus Loyalty Limited	[●]	10	2.93	[●]	27.39%	10.68
Peer Group						
Pelatro Limited	303.00	10	5.64	53.72	6.31%	77.64

Source: www.bseindia.com, www.nseindia.com

Notes:

1. The figures for our company are based on Restated Financial Statements for the year ended March 31, 2025, after considering the bonus issue.

- P/E Ratio has been computed based on their respective closing market price on March 05, 2026, as divided by the Basic EPS as on March 31, 2025.
- RoNW is calculated as Restated Profit for the year attributable to equity shareholders divided by the Net Worth of our Company.
- Net asset value per equity share is calculated as net worth as of the end of the relevant year divided by the weighted average number of equity shares outstanding at the end of the year.
- Price Earning (P/E) Ratio in relation to the Offer Price of ₹ [●] per share.
- The face value of our share is ₹10/- per share and the Offer Price is of ₹ [●] per share are [●] times of the face value.

### 3. Weighted Average Return on Net worth for the last 3 financial years (RoNW): As per Restated Financial Statements

Period	RoNW (%)	Weights
March 31, 2025	27.39%	3
March 31, 2024	31.18%	2
March 31, 2023	8.36%	1
Weighted Average	25.48%	
As on September 30, 2025 (Not annualized)	30.73%	

Note: Return on Net Worth (%) = Profit for the period/ year / Net Worth at the end of the period/year.

### 4. Disclosures as per clause (9)(K)(4) of Part A to Schedule VI:

- The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares: There has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-offer capital before such transaction(s) and excluding Bonus Issue of Shares, employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.
- The price per share of our Company based on the secondary sale / acquisition of shares (equity shares): There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-offer share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.
- Since there is no eligible transaction of our Company reported in (a) and (b) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations, therefore, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/Promoter Group entities or Shareholder(s) having the right to nominate director(s) on the Board are a party to the transaction) not older than three years prior to the date of the Red Herring Prospectus, irrespective of the size of transactions, has not been computed.

(Continued next page...)