

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT EXTRA - ORDINARY GENERAL MEETING OF THE MEMBERS OF NOVUS LOYALTY LIMITED HELD ON TUESDAY, 09th DAY OF SEPTEMBER, 2025 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 727, UDYOG VIHAR PHASE V, INDUSTRIAL COMPLEX DUNDAHERA, GURGAON 122016, HARYANA, INDIA.

1. INITIAL PUBLIC OFFER OF EQUITY SHARES

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT**, subject to approval of the shareholders of the Company in a general meeting and pursuant to the provisions of Sections 23, 26, 28, 32 and 62(1)(c) and all other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended (the “**Companies Act**”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the Securities Contracts (Regulation) Rules, 1957 (“**SCRR**”), Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“**SECC Regulations**”), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“**GoI**”), including the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the “**Stock Exchange**”), and subject to any approvals, consents, permissions and sanctions as may be required from the GoI, the **Registrar of Companies, Delhi (“RoC”)**, the SEBI, RBI, the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Ministry of Commerce and Industry and all other appropriate statutory authorities and departments (collectively, the “**Regulatory Authorities**”) and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, waivers, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Member be and is hereby accorded to create, issue, offer, allot and/or transfer of its equity shares of face value of ₹10/- each (the “**Equity Shares**”) up to an aggregate of ₹ 44,00,000 Equity Shares consisting of a fresh issue of up to 35,00,000 Equity Shares (the “**Fresh Issue**”) and an offer for sale of up to 9,00,000 Equity Shares by certain existing shareholders (“**Selling Shareholders**”) (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), for cash either at par or premium (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), at a price to be determined, by the Company and the Selling Shareholders, in consultation with the BRLM, through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations (the “**Offer Price**”), to any category of person or persons who are eligible investors as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide in consultation with the

BRLM including anchor investors and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors whether they are one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment

Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer in consultation with the BRLM and/or underwriters, and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, including the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board.”

“RESOLVED FURTHER THAT the Equity Shares Offered pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.”

“RESOLVED FURTHER THAT such of these shares / securities as are not subscribed may be disposed of by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to it.”

“RESOLVED FURTHER THAT for the purposes of giving effect to these resolutions, the Board hereby severally authorizes Mr. Deepak Tomar, (DIN: 02484965) Chairman and Managing Director of the Company to appoint Book Running Lead Manager to the Offer, Registrar to the Offer, Underwriter to the Offer, Bankers to the Offer, Market Maker, Share Escrow Agent, Syndicate Member to the Offer, Depository Participant, Custodians, Legal Advisor to the Offer and such other intermediaries as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Offer, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Offer and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities and also to do all acts, deeds, matters and things of whatever nature and to give such directions as may be considered necessary or desirable.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any transfer of Equity Shares, the Board or any Committee thereof be and is hereby authorized to determine the terms of the offer including the class of investors to whom the securities are to be allotted, Offer price, including discount(s) if any permitted under applicable law, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the offering, offer, allotment and utilization of the offer proceeds, if applicable and such other activities as may be necessary in relation to the offer, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the offer, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized (without being required to seek any further consent or approval of the members of the Company or

otherwise) to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable in the interest of the Company including change in the price/ amount/ size of the Issue etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate.”

“RESOLVED FURTHER THAT the Board may, in the offer made in furtherance to the aforesaid resolution, make reservation out of the Issue to such category (ies) of persons as permitted under the SEBI ICDR Regulations,

including but not limited to permanent employees of the Company, up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the offer as aforesaid shall be listed on one or more recognised stock exchanges in India.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted and/or transferred pursuant to the offer as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares in all respects, including rights in respect of dividend.”

“**RESOLVED FURTHER THAT** over subscription to the extent of 10% of the Offer shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the offer.”

“**RESOLVED FURTHER THAT** all monies received out of the offer shall be transferred to a Separate Bank Account referred to in Section 40(3) of the Companies Act, 2013; and if the application monies received pursuant to the Offer are not refunded within such time, as specified by SEBI and in accordance with applicable law, the Company shall pay interest on failure thereof, as per applicable law.”

“**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Offer may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with Banks / Financial Institutions / Investment Institutions / Mutual Funds / Foreign Institutional Investors / Foreign Portfolio Investors / Bodies Corporate / Such Other Persons or otherwise.”

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** any Director(s) of the Company be and is hereby authorized to file necessary form with the Registrar of Companies, Delhi, and to do all such acts, deeds and things as may be required to give effect to this resolution.”

//Certified True Copy//

For NOVUS LOYALTY LIMITED



Mr. Deepak Tomar
Chairman and Managing Director
DIN: 02484965

Date: September 09th, 2025

Place: Haryana

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Item No 01: Initial Public Offer of equity shares

The Company intends to list its equity shares (Equity Shares) on one or more recognized stock exchanges in India to enable shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company by way of Fresh Issuance of Equity Shares along with Offer for Sale by the Selling Shareholders of Equity shares, out of the authorized share capital of the Company ("**Fresh Offer**" and "**Offer for Sale**"). The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the Book Running Lead Manager and other advisors in relation to the Offer and subject to applicable regulatory approvals, to the extent necessary.

In view of the above and in terms of Section 23, 26, 28, 32 and 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution.

The Company proposes to offer and allot equity shares of the Company of face value of ₹ 10/- (the "**Equity Shares**") each up to an aggregate of ₹ 44,00,000 Equity Shares consisting of a fresh issue of up to 35,00,000 Equity Shares (the "**Fresh Issue**") and an offer for sale of up to 9,00,000 Equity Shares by certain existing shareholders ("**Selling Shareholders**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("**Board**") or a duly authorised committee thereof, in consultation with Book Running Lead Manager appointed for the Offer, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Offer shall in all respects rank pari passu with the existing equity shares of the Company.

The proceeds from the Fresh Offer will be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with SME in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The Price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company will not make an offer of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Offer.

None of the directors and key managerial personnel of the company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends this resolution for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to offer Equity Shares under section 23, 26, 28, 32 and 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

//Certified True Copy//

For NOVUS LOYALTY LIMITED



Mr. Deepak Tomar

Chairman and Managing Director

DIN: 02484965

Date: September 09th, 2025

Place: Haryana

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Loyalty