

Non Judicial



# Indian-Non Judicial Stamp Haryana Government



Date : 22/09/2025

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Stamp Duty Paid : ₹ 500  
(Rs. Only)

GRN No. 139919480



Penalty : ₹ 0

(Rs. Zero Only)

## Seller / First Party Detail

Name: Parahit technologies limited

H.No/Floor : 137

Sector/Ward : Indra

LandMark : Nagar

City/Village : Lucknow

District : Lucknow

State : Uttar pradesh

Phone: 99\*\*\*\*\*89



## Buyer / Second Party Detail

Name : Novus loyalty limited

H.No/Floor : 727

Sector/Ward : Udyog

LandMark : Vihar phase v

City/Village: Gurugram

District : Gurugram

State : Haryana

Phone : 98\*\*\*\*\*08

Purpose : TECHNICAL COLLABORATION AGREEMENT

# TECHNICAL COLLABORATION AGREEMENT

This Technical Collaboration Agreement (“Agreement”) is made and entered into on this 20<sup>th</sup> day of September, 2025, by and between:

**Novus Loyalty Private Limited**, a company incorporated under the Companies Act, 2013 and having its registered office at Plot No 727, Udyog Vihar Ph-V, Gurugram, Haryana – 122016 (“Novus”),

AND

**Parahit Technologies Limited**, a company incorporated under the Companies Act, 2013 and having its registered office at 137, Indra Nagar, Lucknow, Uttar Pradesh 226010 (“Parahit”).

Novus and Parahit are hereinafter individually referred to as a “**Party**” and collectively as the “**Parties.**”

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## 1. INTRODUCTION & PURPOSE

Novus is a **loyalty technology company** engaged in developing loyalty-related products and solutions for **B2B markets** in India and other regions. Novus specializes in creating scalable platforms and applications that enable enterprises to build, manage, and grow customer engagement and loyalty programs.

Parahit is a **technology company** specializing in software development, AI/ML solutions, data analytics, cloud infrastructure, and enterprise-grade integrations. Parahit shall work with Novus by providing technological expertise, resources, and innovation to **develop new loyalty products, enhance existing platforms, and support Novus’s growth roadmap.**

The purpose of this Agreement is to establish a **long-term engagement** between Novus and Parahit to deliver world-class technology solutions, leveraging Parahit’s technical expertise and Novus’s domain knowledge.

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## 2. DEFINITIONS

For the purposes of this Agreement, the following terms shall have the meanings set forth below:

1. “**Loyalty Platform**” – Novus’s suite of loyalty products and solutions designed for B2B and B2C markets.

2. **“Dedicated Resources”** – Technology professionals assigned by Parahit to work **exclusively** on Novus’s projects.
  3. **“AI/ML Solutions”** – Artificial intelligence and machine learning-based algorithms, tools, and systems developed for enhancing the Loyalty Platform.
  4. **“Analytics”** – Data-driven insights, predictive models, and reporting tools used to optimize customer engagement and business performance.
  5. **“Confidential Information”** – All proprietary or sensitive information shared between the Parties under this Agreement.
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### **3. SCOPE OF COLLABORATION**

The Novus is engaged in the four business verticals such as Technology, Redemptions, Merchant Promotion and Digital Vouchers. 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.

Parahit shall collaborate with Novus to provide **technology design, development, and operational support** in the following areas:

**a) Artificial Intelligence & Machine Learning (AI/ML):**

- Build recommendation engines, predictive models, and personalization algorithms.
- Enable real-time decision-making for rewards and customer engagement.

**b) Data Analytics & Insights:**

- Develop analytics dashboards and reporting tools.
- Provide actionable insights for optimizing loyalty program performance.
- Create predictive models for customer retention and lifetime value.

**c) Technology Enhancements:**

- Build new features and functionalities for the Loyalty Platform.
- Ensure scalability, security, and integration capabilities.
- Support multi-tenant architectures and enterprise-grade deployments.

**d) Infrastructure & Cloud Support:**

- Manage infrastructure reliability and performance.
- Provide secure hosting, APIs, and cloud integration services.

**e) Process Automation:**

- Implement automation to improve operational efficiency and reduce manual intervention.

Parahit shall provide services as mentioned in Annexure A

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## 4. DEDICATED TECHNOLOGY RESOURCES

### 1. Resource Allocation:

Novus Loyalty Limited shall provide access to its internal employees, subject matter experts, and relevant teams as necessary to support the Parahit's efforts. Novus's employees will collaborate with the Parahit's team to ensure timely provision of product information, approvals, and other inputs required for successful execution.

Parahit shall allocate a dedicated team of professionals to work exclusively on Novus's products and solutions. The employee cost shall be borne by the Novus as mentioned in Table 1 below.

This team shall include:

- Software Engineers
  - AI/ML Specialists
  - Data Scientists
  - QA Engineers
  - Solution Architects
  - Project Managers
- ### 2. Exclusive Engagement:
- These resources shall **not be reassigned** or rotated without Novus's prior written consent.
  - Any replacement of team members shall require **mutual agreement**.
- ### 3. Performance Management:
- Parahit shall ensure continuous performance tracking of assigned resources.
  - A quarterly review will be conducted jointly by Novus and Parahit.
- ### 4. Project Governance:
- A dedicated **Project Manager** shall be appointed by Parahit to oversee day-to-day activities and report directly to Novus.
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## 5. INTELLECTUAL PROPERTY & CONFIDENTIALITY

### 1. Ownership of Deliverables:

- All intellectual property including source code, algorithms, designs, analytics models, documentation, and other deliverables developed under this Agreement shall be the **sole and exclusive property of Novus**.

- Parahit shall have no claim of ownership except as explicitly authorized by Novus in writing.
  - 2. **NDAs for Resources:**
    - All Parahit resources engaged on Novus projects shall sign individual **Non-Disclosure Agreements (NDAs)** before commencing work.
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## 6. SERVICE LEVEL COMMITMENTS (SLA)

Parahit agrees to adhere to mutually agreed **Service Levels**, which include:

- a) **Development Timelines:** Delivery of new features and updates within agreed timelines.
- b) **Quality Standards:** Adherence to high-quality testing and deployment practices.
- c) **System Uptime:** Ensuring platform uptime of at least **99.5%** for hosted services.
- d) **Support Response:** Defined response times for bug fixes, escalations, and maintenance issues.

Regular SLA review meetings shall be conducted monthly to track performance and compliance.

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## 7. INNOVATION & R&D

Parahit shall play a proactive role in **continuous innovation** by:

- Researching and recommending emerging technologies relevant to loyalty solutions.
  - Developing **Proof of Concepts (POCs)** for new feature ideas.
  - Providing quarterly reports outlining innovation initiatives and market trends.
  - Supporting Novus's mission to remain a leader in loyalty technology.
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## 8. GOVERNANCE STRUCTURE

To ensure effective collaboration, both Parties shall establish a governance framework that includes:

- **Monthly operational review meetings** to track project deliverables and resolve issues.
- **Quarterly strategic meetings** to align on long-term goals and technology roadmaps.

## 9. COMMERCIAL TERMS

- The total commercial consideration for all services, deliverables, and resource allocation under this Agreement shall be 13 Crore.
- The amount stated above is exclusive of Goods and Services Tax (GST).
- This fee covers the full scope of work as outlined in this Agreement and its annexures.
- Novus shall make payments within **30 days** of invoice receipt.
- Any changes in scope or resources will be addressed through a **change request process** and corresponding cost adjustments.

Estimated quote is mentioned below (**Table 1**):

Particulars	Fiscal 2026	Fiscal 2027
Software Development (A)	5 CR	6 CR
- Enhancement in existing products	- 1 CR	- 1 CR
- Pearl Perks - Employee & Partner Incentives	- 2 CR	- 3 CR
- RubE- Com - E-commerce Loyalty	- 2 CR	- 2 CR
Employee cost (B)	1 CR	1 CR
<b>Total (A+B)</b>	<b>6 CR</b>	<b>7 CR</b>

## 10. LEGAL & COMPLIANCE PROVISIONS

### a) Term:

This Agreement shall remain valid for **three (3) years**, unless terminated earlier by mutual consent.

### b) Termination:

Either Party may terminate this Agreement with **ninety (90) days written notice**.

### c) Liability:

Each Party shall be liable for its respective actions and obligations under this Agreement.

### d) Dispute Resolution:

Any disputes shall first be resolved amicably through negotiations.

If unresolved, disputes shall be referred to **arbitration** under the Arbitration and Conciliation Act, 1996.

### e) Governing Law:

This Agreement shall be governed by and construed in accordance with the **laws of India**.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the date first written above.

**For Novus Loyalty Limited**

Authorized Signatory

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

NOVUS LOYALTY LIMITED  
  
Director

**For Parahit Technologies Limited**

Authorized Signatory

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

For PARAHIT TECHNOLOGIES LIMITED

  
Director

## Appendix A – Project Scope and Deliverables

### 1. Upgradation and Enhancement of existing products

- Integration of Artificial Intelligence (AI) and Machine Learning (ML)
- Transition to Cloud-Native Architecture.

### 2. Development of new products

#### ❖ *Pearl Perks - Employee & Partner Incentives*

Pearl Perks is a rewards program that offers benefits to both employees and partners. It aims to boost motivation, performance, and loyalty by providing incentives such as bonuses, discounts, recognition, and exclusive perks. Employees are rewarded for their contributions, while partners receive benefits for their collaboration and performance.

#### Key Features

##### 1. Customizable Incentive Plans

- Supports different reward types like sales-based, performance-based, or milestone rewards.
- Can be tailored for employees, agents, distributors, or partners.

##### 2. Gamification & Motivation Tools

- Uses fun tools like leaderboards, badges, and points to keep users interested.
- Can be tailored for employees, agents, distributors, or partners.

##### 3. Multiple Reward Options & Easy Redemption

- Offers rewards like gift cards, merchandise, travel, and more.
- Users can redeem rewards via app, website, or partner platforms.

##### 4. Smart Analytics & Reports

- AI-driven dashboards to track incentive ROI, employee performance, partner productivity, and overall engagement.
- Predicts future costs and outcomes using AI.

##### 5. Easy Integration & Scalable System

- Easy to connect with systems like ERP, CRM, HR, and payroll using ready-to-use APIs.
- SaaS model ensures scalability for SMEs as well as large enterprises.

##### 6. Compliance & Security

- Adheres to tax, audit, and local labor regulations for incentive disbursements.
- Strong data privacy and access control features.

#### ❖ *RubE-Com - E-commerce Loyalty*

RubE-Com is a customer loyalty program designed specifically for e-commerce platforms. Its goal is to retain customers, increase repeat purchases, and boost customer lifetime value by offering engaging, rewarding experiences.

#### Key Features:

##### 1. All-in-One Loyalty Across Channels

- Unified loyalty program across web, mobile, and in-store purchases.
- Customers earn and use points instantly at checkout, no matter where they shop.

##### 2. Personalized Rewards & Offers

- AI/ML-driven segmentation to create tailored discounts, cashback, and couponing strategies.

- Dynamic pricing and customized bundles based on customer purchase history and preferences.
2. **Tier-Based Membership**
    - Create levels like Silver, Gold, and Platinum with special perks (like free shipping or early access to sales).
    - Higher tiers encourage more shopping and reward loyal customers.
  3. **Fun Gamification Features**
    - Customers can earn rewards by completing challenges, sharing on social media, or referring friends.
    - Extra rewards for things like shopping streaks or continued engagement.
  4. **Built-in Wallet & Easy Redemption**
    - Cashback, gift cards, and other rewards go into a digital wallet.
    - Customers can easily use these rewards on your site or through partner platforms.
  5. **Smart Analytics & Insights**
    - Tracks customer behavior, predicts who might stop shopping, and helps to understand best customers.
    - Dashboards show how well loyalty campaigns are performing.
  6. **Easy Integration & Scalable System**
    - Ready-to-use APIs that connect with platforms like Shopify, WooCommerce, Magento, or custom-built sites.
    - Cloud-based system that works for both small businesses and large enterprises.