

# **NOVUS LOYALTY LIMITED**

**CIN: U72900HR2011PLC127344**

## **15TH ANNUAL REPORT FINANCIAL YEAR 2025-2026**

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**Registered Office: 727 Udyog Vihar Phase V, Gurugram, Haryana, India, 122016**

**Email ID: [communication@novus-loyalty.com](mailto:communication@novus-loyalty.com)**

**Telephone: 91-124-4382002**

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## CORPORATE INFORMATION

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### BOARD OF DIRECTORS

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Mr. DEEPAK TOMAR	MANAGING DIRECTOR
Mrs. SWETA SINGH	EXECUTIVE DIRECTOR (WTD)
Mr. VIBHORE RASTOGI	DIRECTOR & CFO
Ms. SUSHMA SAMARTH	NON-EXECUTIVE INDEPENDENT DIRECTOR
Ms. POOJA KANSAL	NON-EXECUTIVE INDEPENDENT DIRECTOR
Mr. RAJESH SUREKA	NON-EXECUTIVE INDEPENDENT DIRECTOR

### CHIEF FINANCIAL OFFICER

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Mr. VIBHORE RASTOGI	CHIEF FINANCIAL OFFICER
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### COMPANY SECRETARY

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Mr. MUKESH MAKKAR	COMPANY SECRETARY
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### AUDITORS

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M/s L N NANGALYA & CO, CHARTERED ACCOUNTANTS (FRN: 015141N) (PR. NO- 024945)	STATUTORY AUDITORS
M/s. MOHAK JAIN & CO (COMPANY SECRETARIES)	SECRETARIAL AUDITORS

### MEMBERS - AUDIT COMMITTEE

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Mr. RAJESH SUREKA	CHAIRPERSON
Ms. POOJA KANSAL	MEMBER
Mr. DEEPAK TOMAR	MEMBER
Mr. MUKESH MAKKAR	COMPANY SECRETARY

### MEMBERS - STAKEHOLDER'S RELATIONSHIP COMMITTEE

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Ms. SUSHMA SAMARTH	CHAIRPERSON
Ms. POOJA KANSAL	MEMBER
Mr. RAJESH SUREKA	MEMBER
Mr. MUKESH MAKKAR	COMPANY SECRETARY

## MEMBERS – NOMINATION & REMUNERATION COMMITTEE

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Ms. SUSHMA SAMARTH	CHAIRPERSON
Ms. POOJA KANSAL	MEMBER
Mr. RAJESH SUREKA	MEMBER
Mr. MUKESH MAKKAR	COMPANY SECRETARY

## MEMBERS – SOCIAL CORPORATE RESPONSIBILITY COMMITTEE

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Ms. SUSHMA SAMARTH	CHAIRPERSON
Ms. POOJA KANSAL	MEMBER
Mr. RAJESH SUREKA	MEMBER
Mr. MUKESH MAKKAR	COMPANY SECRETARY

## REGISTRAR & TRANSFER AGENT

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**KFIN TECHNOLOGIES LIMITED**  
**CIN: L72400MH2017PLC444072**

SEBI Registration No. - INR000000221

**Registered Address:** 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra.

**Address for Correspondence / Operations Centre:** Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Investor Support Centre: <https://kprism.kfintech.com/>  
KFINTECH Corporate Website: <https://www.kfintech.com>  
RTA Website: <https://ris.kfintech.com>

### WEBSITE:

[www.novus-loyalty.com](http://www.novus-loyalty.com)

### INVESTOR RELATIONS EMAIL ID

[communication@novus-loyalty.com](mailto:communication@novus-loyalty.com)

## THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

1. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/ update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at [www.novus-loyalty.com](http://www.novus-loyalty.com) and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
2. In compliance with the provisions of Sections 110 and 108 of the Act read with the Management Rules, SS-2 and Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system (“e-voting”) on the e-voting platform provided by KFin to enable them to cast their votes electronically.
3. The details of the process and manner for e-voting are explained hereinbelow:
  - I. **Login method for e-voting for Individual shareholders holding securities in demat mode.**

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser and type the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section.</li> <li>2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “<b>Access to e-voting</b>” under e-voting services and you will be able to see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider - <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</li> </ol>
	<p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p><b>C. By visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL. Open web browser and type the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “<b>Login</b>” icon, available under the “<b>Shareholder/Member</b>” section.</li> <li>2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held 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.</li> <li>3. Click on options available against Company name or e-voting service provider - <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</li> </ol>

#### D. NSDL Speede

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

#### A. Existing users who have opted for Easi/Easiest:

1. Open web browser and type: [www.cdslindia.com](http://www.cdslindia.com) and click on login icon and select New System Myeasi
2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.
3. After successful login on Easi/Easiest, the user will also be able to see the-voting Menu. The menu will have links of ESPs. Click on **KFintech** to cast your vote.

#### B. Users who have not opted for Easi/Easiest:

Option to register for Easi/Easiest is available at [www.cdslindia.com](http://www.cdslindia.com) Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

#### C. By visiting the e-voting website of CDSL:

1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com). The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account.
2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., **KFintech**.

<p>Individual Shareholders (holding securities in dematmode) logging through their depository participant(s)</p>	<ol style="list-style-type: none"> <li>1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</li> <li>2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on option available against Company name or e-voting service provider- <b>KFintech</b> and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>
<p><b>Important Note:</b> Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.</p>	
<p><b>Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:</b></p>	
<p><b>Members facing any technical issue - NSDL</b></p>	<p><b>Members facing any technical issue – CDSL</b></p>
<p>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 on toll free no.: 022 - 4886 7000 and 022 - 2499 7000</p>	<p>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 on 1800 22 55 33</p>

## **II. Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein; you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click „FOR“/„AGAINST“ as the case may be or partially in „FOR“ and partially in „AGAINST“, but the total number in „FOR“ and/or „AGAINST“ taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option „ABSTAIN“, in which case, the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on „SUBMIT“. A confirmation box will be displayed. Click „OK“ to confirm, else „CANCEL“ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format „BFL\_EVENT No.“

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the „download“ section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free).

**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>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
Individual Shareholders holding securities in Demat mode with <b>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

**(i) 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; communication@novus-loyalty.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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**.
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.

### **Online Application for Investor Query, Service Request & Grievance**

Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 ) dated Jun 08, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com> > Investor Services > Investor Support.

Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend , Interest , Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

### **Senior Citizens - Investor Support**

As part of the initiative, our RTA, in order to enhance investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

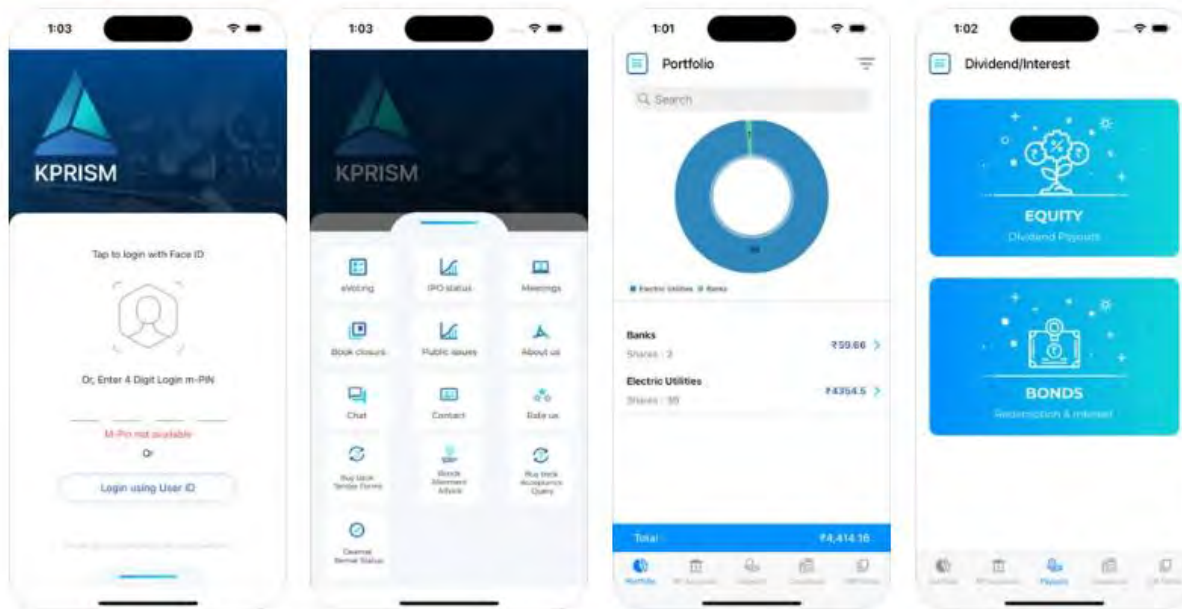
Senior Citizens wishing to avail this service can send the communication with the below details to the email id, [senior.citizen@kfintech.com](mailto:senior.citizen@kfintech.com) . Senior Citizens (above 60 years of age) must provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

### **KPRISM Mobile App (Android & iOS)**

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. Users are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat , Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.

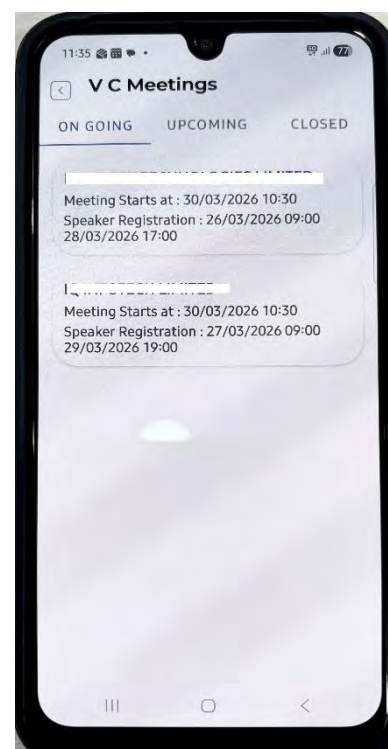


**Write up on attending AGM via KPRISM Mobile Application:**

Continuous innovation is a hallmark of KFIN Technologies Limited. As a responsible partner committed to enhancing user experience, the company has introduced a new feature that allows shareholders to attend the Annual General Meeting (AGM) through the KPRISM mobile application.

Registered users can log in to the KPRISM app and access the live streaming of the AGM hosted on the KFINTECH platform. After logging in, simply tap the three-line menu icon at the  top left corner and scroll to **Live Streaming**.

By clicking on the **Live Streaming** option, users will be directed to the event selection page. Shareholders listed on the record date can then choose the company whose AGM they wish to join and participate seamlessly in the proceedings



QR Codes:

<https://ris.kfintech.com/>



[KFintech | e-Meetings](#)



<https://karisma.kfintech.com/>



<https://www.kfintech.com/>



<https://kprism.kfintech.com/>



<https://evoting.kfintech.com/>



**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

<b>Name</b>	
<b>Address</b>	
<b>DP-ID/CLIENT-ID*</b>	
<b>Regd. Folio No.#</b>	
<b>No. of shares held</b>	
<b>Whether the member is attending the meeting in person or by proxy or by authorized representative.</b>	
<b>Name of the proxy (to be filed in if proxy attends instead of the member).</b>	

*\*Applicable for investors holding shares in Electronic form.*

*# Applicable for investors holding shares in Electronic form.*

I/We certify that I am a registered Shareholders/Proxy for the registered Shareholder of M/s Novus Loyalty Limited. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Friday, July 03, 2026 at 10:00 A.M, at the Registered Office of the Company at 727 Udyog Vihar Phase V, Gurugram, Haryana, India 122016.

**Signature of the Member/Proxy**  
**(To be signed at the time of handing over the slip)**

**Form No. MGT-11**

**Proxy Form**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

**CIN:** U72900HR2011PLC127344

**Name of the Company:** NOVUS LOYALTY LIMITED

**Registered Office:** 727 Udyog Vihar Phase V, Gurugram, Haryana, India 122016

Name of the Member(s)		
Registered Address:		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(\* Applicable for members holding share(s) in electronic form)

I / We, being the member(s) of Equity Shares of the above-mentioned company, hereby appoint:

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him \_\_\_\_\_

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, July 3, 2026 at 10:00 A.M, at the Registered Office of the Company at 727 Udyog Vihar Phase V, Gurugram, Haryana, India 122016 and at any adjournment thereof in respect of such resolutions as are indicated below:

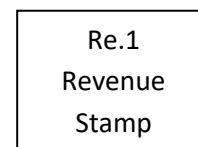
Resolution No.	Ordinary Resolutions	Optional	
		For	Against
1	Adoption of Audited Standalone Financial Statements for the Financial Year ended on March 31, 2026		
2	Re-appoint M/s L N Nangalya & Co, Chartered Accountants (FRN: 015141N), as the Statutory Auditors of the Company		
3	Reappointment of Mr. Deepak Tomar (DIN: 02484965) as Managing Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

Signature of Shareholders(s)

Signature of Proxy holders(s)

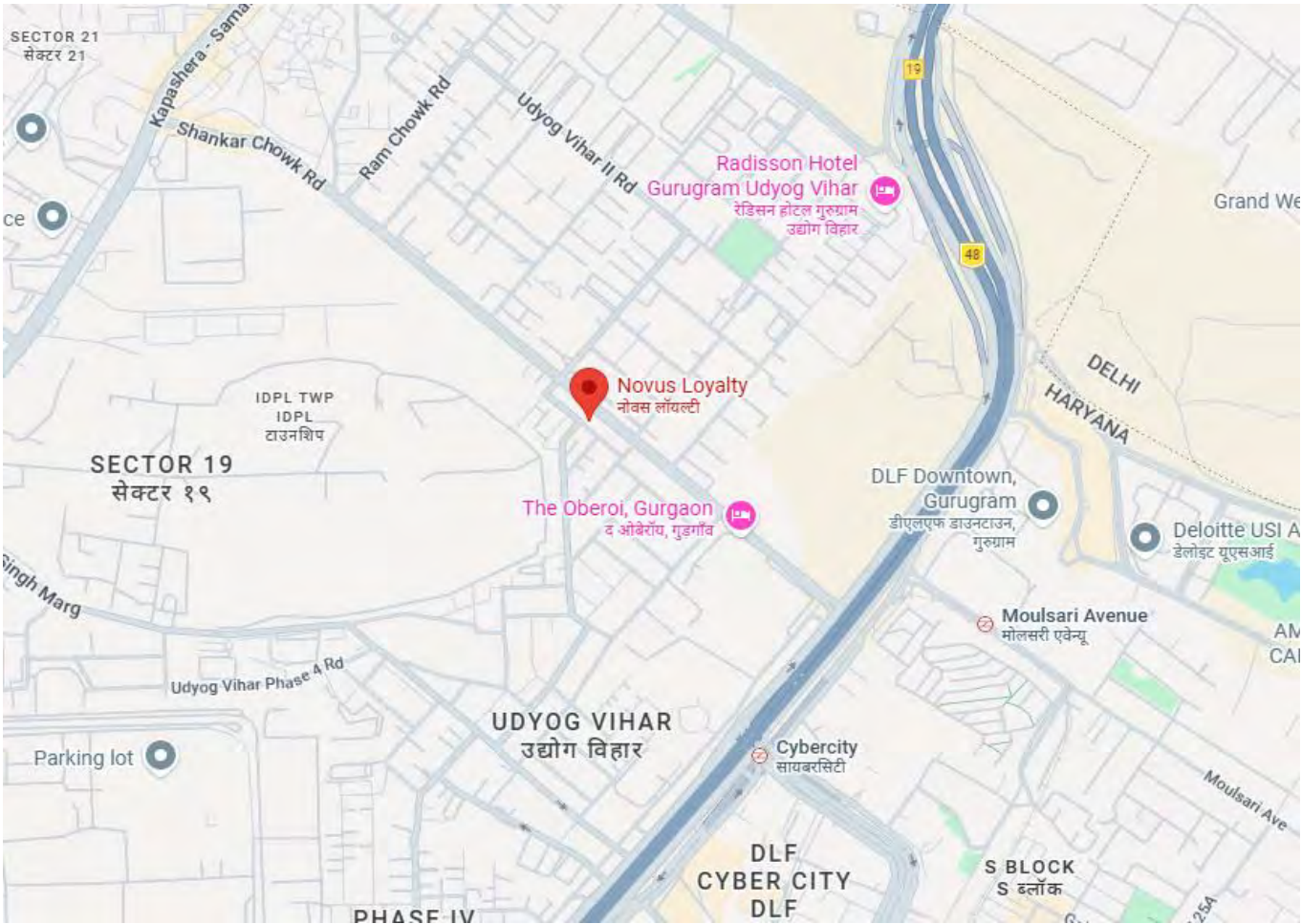
Affix Revenue Stamp



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a(√ ) in the appropriate column against the Resolution indicated in the Box. If, you leave the „For“ and „against“ column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

# MAP FOR AGM VENUE



**BOARD'S REPORT**  
**For the year ended 31<sup>st</sup> March, 2026**

**To the Members,**

Your directors have pleasure in presenting the 15<sup>th</sup> Annual Report and the Audited Statements for the Financial Year ended March 31, 2026.

**BACKGROUND**

The company is now focusing on its main operational activities i.e. Computer/software related activities (For Example activities of development of Multimedia Presentation on account of others, maintenance of Website on account of others etc.). During the year Company was engaged in Loyalty Programme also.

**FINANCIAL RESULTS**

The financial performance of the Company during for the Financial Year ended March 31, 2026 is as under:

Particulars	(Rupees in Thousands)	
	F.Y. 2025-26	F.Y. 2024-25
Income	12,77,272.14	10,46,259.11
Expenditure	11,54,178.06	9,95,656.05
Profit Before Tax	1,23,094.08	50,603.05
Net Profit/loss After Taxation	92,846.18	37,360.85
Basic Earnings per Share	7.54	3,662.83

**STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

During the year under review, the Company has earned Profit before tax of Rs. 12,30,94,080/- . The company expects good business and returns in future. The performance of the company during the period under review has been good.

**CHANGE IN NATURE OF BUSINESS**

During the year under review, there is no change in business activity.

**DIVIDEND**

In order to conserve the resources of the Company for the good future prospects and growth, the Board of Directors taking this view and have decided not to distribute any dividend out of the reserve of the Company and therefore the Board of Directors of the company has not recommended any dividend to the shareholders.

**DEPOSITS**

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2026. There were no unclaimed or unpaid deposits as on March 31, 2026.

## **CHANGES IN SHARE CAPITAL**

### **a. Disclosure regarding issue of equity shares:**

During the year under review, the company has issued 1,55,40,000 Equity Shares, out of which 1,22,40,000 Equity Shares were issued by way of bonus shares in ratio of 1200:1 at par (Rs. 10), and 33,00,000 Equity Shares were issued by way of Initial Public Issue (IPO) at face value of Rs. 10 and with premium Rs. 136 (Total issue price is Rs. 146 per share). The shares of the company are registered with Bombay Stock Exchange.

### **b. Disclosure regarding issues of equity shares with differential rights:**

The Company has not issued any equity shares with differential rights during the year under review.

### **c. Disclosure regarding issues of employee stock options:**

The Company has not provided any Stock Option Scheme to the employees during the year under review.

### **d. Disclosure regarding the issues of sweat equity shares:**

The Company has not issued any Sweat Equity Shares during the year under review.

## **Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status or company operations in future.**

No such order has been passed by the regulator, court or tribunal that may impact the company's operations in future or may affect its going concern status.

## **Material Changes between the date of the Board Report & End of the Financial Year.**

There are no such material changes between the date of the Board Report & End of the Financial Year.

## **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return has been placed on the website of the Company.

## **CORPORATE GOVERNANCE**

The company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the shareholders and the company are properly served. It has always been the company endeavors to excel through better corporate governance and fair and transparent practices and many of which has always been in place even before they were mandated by the law of land.

The management of the company believes that it will further enhance the level of corporate governance in the company.

## **NUMBER OF MEETING OF THE BOARD**

The Board met 10 (Ten) times during the year and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 (i.e., the maximum interval between any two-board meeting did not exceed 120 Days)

S. No.	Date
1.	03/05/2025
2.	02/06/2025
3.	20/08/2025
4.	20/09/2025
5.	16/10/2025
6.	23/12/2025
7.	29/01/2026
8.	20/02/2026
9.	16/03/2026
10.	23/03/2026

#### **NUMBER OF MEETINGS OF COMMITTEE**

During the Financial year 2025-26, following meetings were held: -

4 (Four) Audit Committee Meetings (AC)

S. No.	Date
1.	20/08/2025
2.	20/09/2025
3.	23/12/2025
4.	20/02/2026

1 (One) Nomination and Remuneration Committee Meeting (NRC)

S. No.	Date
1.	20/08/2025
2.	16/10/2025
3.	24/12/2025
4.	21/12/2026

1 (One) Stakeholder Relationship Committee Meeting (SRC)

S. No.	Date
1.	20/08/2025

## **BOARD EVALUTION**

SEBI (LODR) Regulations 2015 Mandate that board shall monitor and Review the Board Evaluation Framework. The Framework includes the evaluation of Directors on various parameters such as:

- ✓ Board Dynamics and relationship
- ✓ Information's inflows
- ✓ Decision making
- ✓ Relationship with stakeholders
- ✓ Company Performance and Strategy
- ✓ Tracking Board and committee effectiveness
- ✓ Peer evaluation

The Companies Act, 2013 states that formal annual evaluation needs to be made by the board of its own performance and the manner in which such performance evaluation was carried out is as under:

The Performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire board and independent directors. The Nomination and Remuneration & Compensation Committee has carried out evaluation of director's performance.

The criteria of evaluation are exercise of responsibilities in a Bonafide manner in the interest of the Company, striving to attend meetings of the Board of Directors/Committees of which he/she is a member/general meeting, participating constructively and actively in the meetings of the Board/Committee of the Board etc.

## **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

All new independent directors inducted into the Board attend an orientation program. The details of training and familiarization program are provided at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities.

## **NOVUS LOYALTY LIMITED CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading.

## **POLICIES**

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies.

The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

- ✓ Annual Evaluation Policy
- ✓ Archive Policy
- ✓ Board Diversity Policy
- ✓ Policy On Determination of Materiality of Events
- ✓ Policy On Material Subsidiaries
- ✓ Preservation Of Records
- ✓ Related Party Transaction Policy
- ✓ Vigil Mechanism Policy

## **BOARD INDEPENDENCE**

Definition of 'Independence' of Directors is derived from Regulation 25 of SEBI (LODR) Regulations 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation /disclosures received from the Directors under section 149(7) of the Companies Act 2013 and on evaluation of the relationships disclosed, the following Non-Executive Directors are considered as Independent Directors as on 31<sup>st</sup> March, 2026.

- a) Ms. Sushma Samarth
- b) Ms. Pooja Kansal
- c) Mr. Rajesh Sureka

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not given any loan or provided any security as prescribed under section 186 of the companies Act, 2013 during the year.

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

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has entered into a transaction with related parties related to remuneration and rental for office premises only. which could be the part of business activities. Accordingly, particulars of transactions with related parties referred to in Section 188(1) of the Companies Act, 2013 attached herewith . **(ANNEXURE V)**

## **INTERNAL FINANCIAL CONTROL SYSTEM**

The Company has in place adequate internal financial controls across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

## **AUDITORS AND AUDITORS' REPORT**

### **STATUTORY AUDITORS:**

The Auditors' Report on the standalone financial statements of the Company for the financial year ended 31st March, 2026 forms part of this Annual Report. The said report does not contain any qualification, reservation, adverse remark or disclaimer. The Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

### **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Mohak Jain & Co., Company Secretaries, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for FY 2025-26. The Report of the Secretarial Audit in Form MR-3 for the Financial Year ended March 31, 2026 is annexed as **Annexure-I** to the Report.

### **COST AUDITOR**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

### **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

During the year under review:

1. The company has issued 1,55,40,000 Equity Shares, out of which 1,22,40,000 Equity Shares were issued by way of bonus shares in ratio of 1200:1 at par (Rs. 10), and 33,00,000 Equity Shares were issued by way of Initial Public Issue (IPO) at face value of Rs. 10 and with premium Rs. 136 (Total issue price is Rs. 146 per share).
2. The Equity shares of company were listed on Bombay Stock Exchange on 25<sup>th</sup> March 2026.

### **VIGIL MECHANISM**

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. The Board of Directors of your company has adopted the Vigil Mechanism and Whistle Blower Policy in Compliance of the Companies Act, 2013.

### **DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:**

The company did not have any Joint venture, Subsidiary or Holding company during the year under review.

### **HUMAN RESOURCE DEVELOPMENT**

The Company seeks to nurture a mutually beneficial relationship with its employees. This relationship is characterized by the Investment which the company makes in its employees by providing challenging

roles and assignment opportunities for personal growth, relevant and timely performance support, training and an enabling environment. The company seeks to create a workplace which combines achievement orientation with care for employees. The Company lists “people” as one of its stated core values.

Your Company takes the pride in the Commitment, Competence and dedication shown by its employees in all areas of business. Various HR initiatives are taken to align the HR Policies to the growing requirements of the business.

**CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

**a) Conservation of Energy:**

Steps taken for conservation	NA
Steps taken for utilizing alternate sources of energy	NA
Capital investment on energy conservation equipment's	NA

**b) Technology Absorption:**

Efforts made for technology absorption	NA
Benefits derived	NA
Expenditure on Research & Development, if any	NA
Details of technology imported, if any	NA
Year of import	NA
Whether imported technology fully absorbed	NA
Areas where absorption of imported technology has not taken place, if any	NA

**c) Foreign Exchange Earnings/ Outgo: (in Indian Rs.)**

Earnings (Sales)	3,29,06,052
Outgo (Foreign Travell Expenditure)	3,61,250

**COMPLIANCE**

The Company has complied and continues to comply with the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all the applicable provisions of the Companies Act, 1956 and the

Companies Act, 2013, Listing Agreement executed with the Stock Exchange, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

## **RISK MANAGEMENT POLICY**

The management has taken all necessary steps to identify the elements of risks, if any. The management has implemented an effective and meaningful system to safeguard the assets of the company.

The Board has to review the business plan at regular intervals and develop the Risk Management Strategy which shall encompass laying down guiding principles on proactive planning for identifying, analyzing and mitigating all the material risks, both external and internal viz. Environmental, Business, Operational, Financial and others. Communication of Risk Management Strategy to various levels of management for effective implementation is essential for achieving the goals of the organization.

## **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of the employees and directors of the Company, forms part of this Report. During the financial year under review, the total managerial remuneration paid to the directors, including Managing Director and Whole-time Director, was well within the statutory ceilings of 11% of the net profits of the Company as prescribed under Section 197 of the Act.

## **LEAVES POLICY**

### **Maternity Leave**

An Employee who has completed 1 year with Novus can avail 24 weeks of Maternity Leaves for her first 2 children. Maximum 2 weeks of Maternity leaves would be with pay and rest would be treated as Leaves without Pay. Maternity leaves would be paid along with the first salary post rejoining of the Employee.

### **Paternity Leave**

An Employee who has completed 1 year with Novus can avail maximum 3 days of paid Paternity Leaves for first 2 children.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **✓ Chairman of the Board**

Mr. Deepak Tomar, Managing Director is Chairman of the Board.

### **✓ In terms of Section 203 of the Act, following are appointed/designated as Key Managerial Personnel of your Company by the Board:**

- Mr. Deepak Tomar (Managing Director)
- Mrs. Sweta Singh (Executive Director)
- Mr. Vibhore Rastogi (Director & CFO)
- Mr. Mukesh Makkar (Company Secretary)

## **DECLARATION BY INDEPENDENT DIRECTORS U/S 149(6)**

All independent directors have given the Declaration that they meet the criteria of independence as laid down under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. **(ANNEXURE-II)**

## **COMMITTEES OF THE BOARD**

Currently, the Board Has 4 Committees: The Audit Committee, The Nomination and Remuneration Committee, The Stakeholders Relationship Committee and The Social Corporate Responsibility Committee, has Proper composition of Independent Directors and Executive Director. **(ANNEXURE III)**

## **INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

The board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

## **SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed management discussion and analysis report has been appended separately as **(ANNEXURE-IV)**

## **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

As per the Companies Act, 2013, Companies having net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more or net profit of Rs. 5 Crore or more during any financial year are required to constitute a Corporate Social Responsibility Committee (CSR) of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such company shall spend at least 2% of the average net profit of the company's three immediately preceding financial years.

During the financial year 2025-26 the Company has constituted a Corporate Social Responsibility Committee as required under the Section 135 of the Companies Act, 2013 (as defined above). The average net profit of last preceding three financial year is less than 5 crores, so the provision for CSR expenses has not been done.

## **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has adequate system for prevention of Sexual Harassment of Women at workplace and has set up cell for the same. Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with rules thereunder, the Company has not received any complaint of sexual harassment during the reporting period.

## **DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(5) OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013, the Directors of your company confirm that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2026, 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 as at 31st March, 2026 and of the profit /loss 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 the Companies Act 2013 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 Board of Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- 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;
- g) The Board of Directors have adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 timely preparation of reliable financial disclosures.

**ACKNOWLEDGEMENT:**

Your directors take this opportunity to express the gratitude to all investors, clients, vendors, bankers, Regulatory and Government Authorities, Stock Exchanges and Business Associates for their cooperation, encouragement and continued support extended to the Company. The Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all-round operational performance at all levels.

For and on Behalf of Board of  
**Novus Loyalty Limited**

  
SD/-  
Deepak Tomar  
(Managing Director)  
DIN: 02484965

Date: 25<sup>th</sup> May 2026

Place: Gurugram



**ANNEXURE-I**

**Form No. MR-3**

**Secretarial Audit Report for the Financial Year Ended at 31/03/2026**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

To,  
The Members,  
**NOVUS LOYALTY LIMITED**  
727 Udyog Vihar Phase V,  
Gurugram, Haryana, India, 122016

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **NOVUS LOYALTY LIMITED** (hereinafter called the company) having CIN: U72900HR2011PLC127344. 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.

Based on our verification of the **NOVUS LOYALTY LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information(s), explanation(s) provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2026 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31<sup>st</sup> March, 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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, Overseas Direct Investment and External Commercial Borrowings: **(Applicable only to the extent of Overseas Direct Investment)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
  - (f) 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,
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable to the Company, as there was no such instance during the audit period]; and**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **[Not Applicable as the Company has not bought back/proposed to buy-back any of its securities during the financial year under review].**
- (vi) Management has identified and confirmed the following laws as being specifically applicable to the Company:
1. The Information Technology Act, 2000 and the rules made thereunder;
  2. The Indian Stamp Act, 1899 read with Indian Stamp (Delhi Amendment) Act, 2001 (on issue of Equity Share);
  3. Income Tax Act, 1961 & Rules made thereunder;
  4. Labour Laws;
  5. Cyber Laws;
  6. The Central Goods and Services Tax Act, 2017;
  7. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  8. Securities and Exchange Board of India (Research Analysts) Regulations, 2014;
  9. Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020;
  10. Securities and Exchange Board of India (Stock Brokers) Regulations, 1992;
  11. Securities and Exchange Board of India (Intermediaries) Regulations, 2008.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into the Company with Metropolitan Stock Exchange of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above;



**We further report that:**

The equity shares of the Company got listed on Bombay Stock Exchange(s) with effect from 25<sup>th</sup> March 2026. Consequent upon listing, the Company became a listed entity and the applicable provisions of the Securities and Exchange Board of India Act, 1992, SEBI Regulations and other applicable laws governing listed companies became applicable to the Company.

**We further report that:**

It was observed that post listing, the status of the Corporate Identification Number (CIN) of the Company on the MCA portal was continuing with the prefix "U" instead of "L". The management informed that necessary steps/process for updation of the CIN status with the Registrar of Companies is under process.

**We further report that:**

During the year under review, the Company appointed the following directors on the Board of the Company in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

S.No.	Name	Designation
a)	Pooja Kansal	Independent Director
b)	Rajesh Sureka	Independent Director
c)	Sushma Samarth	Independent Director
d)	Vibhore Rastogi	Director & CFO
e)	Mukesh Makkar	Company Secretary

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and also there is proper combination of Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent on shorter notice for some meetings and at least seven days' notice were sent for rest of the meetings 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.



# MOHAK JAIN & Co.

Company Secretaries

**We further report that** based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion there are adequate systems and processes in place in the Company which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and

- (i) As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary;
- (ii) There were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

This report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.

**For Mohak Jain & Co.  
Company Secretaries**



**Place:** Delhi  
**Date:** 25.05.2026  
**Peer Review No.** 5408/2023  
**UDIN:** A048750H000466211

**MOHAK JAIN**  
**M No. :48750**  
**C.P. No. :19125**



# MOHAK JAIN & Co.

Company Secretaries

'Annexure-A'

To,  
The Members,  
**NOVUS LOYALTY LIMITED**  
727 Udyog Vihar Phase V,  
Gurugram, Haryana, India, 122016

Our report of even date is to be read along with this letter.

1. 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.
2. We have followed the 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 test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the Company.

For Mohak Jain & Co.  
Company Secretaries



Place: Delhi  
Date: 25.05.2026  
Peer Review No. 5408/2023  
UDIN: A048750H000466211

**MOHAK JAIN**  
M No. :48750  
C.P. No. :19125

## ANNEXURE - II

### DECLARATION OF INDEPENDENCE

To,  
The Members,  
NOVUS LOYALTY LIMITED  
727 Udyog Vihar Phase V,  
Gurugram, Haryana, India 122016

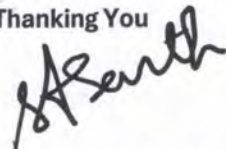
**Sub: Declaration of independence under SEBI (LODR) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013.**

I, SUSHMA SAMARTH, hereby certify that I am a Non-Executive - Independent Director of "Novus Loyalty Limited", and comply with all the criteria of Independent Director as envisaged in SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an Independent Director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - c) holds together with my relatives 2% or more of the total voting power of the company; or
  - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

Thanking You



SUSHMA SAMARTH

DIN: 03514831

25-May-26, Pune

## **DECLARATION OF INDEPENDENCE**

**To,**  
**The Members,**  
**NOVUS LOYALTY LIMITED**  
727 Udyog Vihar Phase V,  
Gurugram, Haryana, India 122016

**Sub: Declaration of independence under SEBI (LODR) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013.**

I, POOJA KANSAL, hereby certify that I am a Non-Executive - Independent Director of "Novus Loyalty Limited", and comply with all the criteria of Independent Director as envisaged in SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an Independent Director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
    - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
    - c) holds together with my relatives 2% or more of the total voting power of the company; or
    - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

**Thanking You**

POOJA KANSAL  
Digitally signed  
by POOJA  
KANSAL  
Date: 2026.05.25  
16:56:13 +05'30'

**POOJA KANSAL**  
**DIN: 10710044**

## DECLARATION OF INDEPENDENCE

To,  
The Members,  
**NOVUS LOYALTY LIMITED**  
727 Udyog Vihar Phase V,  
Gurugram, Haryana, India 122016

**Sub: Declaration of independence under SEBI (LODR) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013.**

I, RAJESH SUREKA, hereby certify that I am a Non-Executive - Independent Director of "Novus Loyalty Limited", and comply with all the criteria of Independent Director as envisaged in SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an Independent Director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - c) holds together with my relatives 2% or more of the total voting power of the company; or
  - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

**Thanking You**



**RAJESH SUREKA**  
DIN: 08632071

**ANNEXURE III**  
**AUDIT COMMITTEE POLICY**

**1. Objectives**

The objectives of the audit committee (the "committee") of the board of directors (the "Board") of Novus Loyalty Limited (the "Company") are to assist the Board with **oversight** of following:

- i) the accuracy, integrity and transparency of the Company's financial statements with adequate and timely disclosures
- ii) compliance with legal and regulatory requirements,
- iii) the Company's independent auditors' qualifications and independence, and
- iv) the performance of the Company's independent auditors and internal audit function.

The role, responsibilities and powers of the committee shall include matters set out in this charter and such other items as may be prescribed by applicable laws as amended or by the Board in compliance with applicable laws from time to time.

**2. Process**

The committee fulfils its objective through the following process:

- i. Ensuring an effective and independent internal audit function which works to provide assurance regarding the adequacy and operation of internal controls and processes intended to safeguard the Company's assets; effective and efficient use of the Company's resources; and timely and accurate recording of all transactions.
- ii. Meeting the independent auditor in a financial year to discuss key observations relating to the financial statement for the relevant period.
- iii. Providing an independent channel of communication for the Compliance Officer, internal auditor and the independent auditor.
- iv. Inviting members of the management, and at its discretion, external experts in legal, financial and technical matters, to provide advice and guidance.
- v. Providing periodic feedback and reports to the Board.
- vi. Periodically reviewing its own charter, structure, processes and membership.

**3. Powers**

The audit committee shall have, inter alia, the following powers:

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice as required.
- iv. To institute special investigations into any matter provided in this charter or referred to it by the Board, with full access to the internal auditors, chairperson of the Board, management and the independent auditor, as well as all books, records, facilities and personnel of the Company.
- v. To secure attendance of the auditors, internal auditor, and the head of finance and of outsiders with relevant expertise.

## **4. Responsibilities**

The Committee shall have the following authorities and responsibilities

### **4.1 Relating to Financial Statements**

i) Reviewing with management and the independent auditor the annual audited financial statements and the quarterly audited/unaudited financial statements, and recommendation to the Board for adoption and for filing annual reports. Such review should primarily focus on:

- Any changes in accounting policies and practices
- Pre-approval/approval/disclosure of any related party transactions
- Significant accounting entries based on judgment of the management
- Qualifications, if any, in draft audit report
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report under Section 134 (3)(c) of the Companies Act, 2013
- Significant adjustments and/or provisions arising out of audit
- Compliance with accounting standards
- Compliance with stock exchange and other legal requirements concerning financial statements

ii) Reviewing the management discussion and analysis of financial condition and results of operations;

iii) Evaluation of internal financial controls. Oversight of the company's financial reporting process and disclosure of financial information to ensure that the financial statements are accurate, adequate and reliable.

iv) Review financial statements and investments made by any material unlisted subsidiary.

v) Reviewing, with the management, and independent auditors, any prospectus or such other document including financial statements contained therein, proposed to be issued by the Company for the purpose of raising capital, including debt.

vi) Review, pre-approve, approve or subsequently modify transactions of the Company with related parties.

### **4.2 Relating to Independent Auditors**

i) Make recommendations to the Board for appointment, retention, termination, remuneration/compensation, and terms of appointment of an independent accounting firm to act as the Company's independent auditor.

ii) Review with independent auditors, the nature and scope of audit coverage, to ascertain adequacy and appropriateness.

iii) Review management letters/letters of internal control weaknesses issued by the independent auditors.

iv) Review with the internal auditor, any audit problems and the management's response.

v) Approval of all audit and permitted non-auditing services to be provided by the independent auditor to the Company. For the purpose of this clause, 'non-auditing services' shall mean any professional

services provided to the Company by the independent auditor, other than those provided to the Company in connection with an audit or a review of the financial statements of the Company.

vi) Annually obtaining and reviewing a report by the independent auditor that describes:

- ❖ the independent auditor's internal quality control procedures,
- ❖ any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues, and
- ❖ to assess the auditor's independence- all relationships between the independent auditor and the Company at least annually, to evaluate the qualifications, performance and independence of the Company's independent auditors

vii) Conducting a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to the management by the independent auditor or the internal auditor.

viii) Assist management in carrying out management's obligation of fostering a culture of co-operation an openness between management, the committee, external auditors, internal auditors and other internal and external compliance functions.

#### **4.3 Relating to Internal Audit Function**

i) Reviewing the adequacy of internal audit function, including its coverage and frequency of internal audit.

ii) Reviewing the appointment, removal and terms of remuneration of the internal auditor.

iii) Discussing with internal auditors any significant findings relating to internal control weaknesses and follow up thereon. Reviewing internal audit reports relating to internal control weaknesses.

iv) Reviewing the findings of any 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.

#### **4.4 Relating to Internal Controls**

Reviewing with the management, performance of independent and internal auditors and the adequacy of internal control systems

#### **4.5 Relating to Integrity & Compliance Function of the Company**

i) Review of compliance of the Company with the requirements of the SEBI and such other applicable regulatory bodies.

ii) Review of compliance with the Company's Code of Conduct and Ethics

iii) Review of Company's compliance with employee benefit plans.

iv) Establish and review procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for protection of employees and others who raise concerns through the whistleblower mechanism, including direct access to the chairperson of the audit committee in appropriate or exceptional cases.

#### **4.6 Other Responsibilities**

i) Review, in conjunction with legal counsel, any legal matters that could have a significant impact on the Company's financial statements. Review, in conjunction with management and the independent auditor, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies. As appropriate, engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The committee shall set the compensation, and oversee the work of, any independent counsel or other advisors retained by it. The Company will provide appropriate funding, as determined by the committee, to pay the independent auditor, any other registered public accounting firm and any independent counsel and any other outside advisors hired by the committee and any administrative expenses of the committee that are necessary or appropriate in carrying out its activities.

ii) Oversee and manage the Company's risk assessment and risk management policies.

iii) Approval of appointment of the Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.

iv) Periodically report to the Board or Committee of the Board inter alia all significant matters that have come to the knowledge of the Audit Committee, which impinge on internal controls, financial statements, policies and statutory/regulatory compliances.

v) Set hiring policies with regard to employees and former employees of the independent auditor and oversee compliance with such policies.

vi) Monitoring of and review with the management of end use of funds raised through issuances (public issue, rights issue, preferential issue etc.) and related matters, and making appropriate recommendations to the Board.

vii) Scrutinize inter-corporate loans and investments.

viii) Carry out valuation of undertakings or assets of the Company, wherever it is necessary.

ix) Look into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors (if any).

#### **5. Composition**

i) The committee shall comprise a minimum of three directors forming majority of Independent Directors.

ii) Each member of the committee will be able to read and understand fundamental financial statements and otherwise comply with the financial literacy requirements of the Listing Agreement.

iii) One of the members shall be elected as the chairperson, either by the entire Board or by the members themselves, by majority vote. The chairperson of the committee shall be present at Annual General Meetings to answer shareholder queries.

iv) The members of the committee shall be elected by the Board, and shall continue until their successors are duly elected.

v) The Company Secretary shall act as the secretary to the committee.

## **6. Disclosure Requirements.**

i) The committee charter should be published on the Company's website.

ii) The committee shall disclose in the Company's annual reports filed with regulators for each fiscal year whether or not, with respect to the concerned fiscal year:

- The committee has reviewed the audited financial statements with the management, including a discussion of the quality of the accounting principles as applied, and significant judgments affecting the Company's Financial Statement.
- The independent auditors have discussed with the committee their judgments of the quality of those principles as applied and judgments referred to above under the circumstances.
- The members of the committee have discussed among themselves, without the management of Independent Auditors being present, the information disclosed to committee as described above.
- The committee, in reliance on the review and discussions conducted with the management and the independent auditors pursuant to the requirements above, believes that the Company's financial statements are fairly presented in conformity all material respects.
- The committee has satisfied its responsibilities in compliance with its charter

iii) The committee shall report to the shareholders as required by applicable law

## **7. Meetings and Reports.**

i) The committee shall meet as number of times as may be required.

ii) The committee shall meet separately with the management, with the internal auditors and with the independent auditors.

iii) The committee shall undertake an annual performance evaluation of its effectiveness and submit it to the Board.

iv) The committee shall report regularly to the Board with respect to the committee's activities and receive feedback and direction from the Board on such activities. Committee reports shall include any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the internal audit function or the performance and independence of the Company's independent auditor, as applicable, with recommendations being made to the Board by the committee as appropriate.

v) The committee shall facilitate the open flow of information and cooperation with other committees of the Board.

vi) The committee shall assess its own performance annually.

## **8. Delegation of Authority**

The committee may delegate to one or more designated members of the committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full audit committee at its scheduled meetings.

## NOMINATION AND REMUNERATION POLICY

### INTRODUCTION

At all levels and all times monetary compensation has been, if not the sole but the most important motivational aspect for getting the job fulfilled under any given business scenario.

It is the endeavor of Novus Loyalty Limited ("the Company") that its Nomination & Remuneration Policy should represent the mode in which the Company carries out its business practices i.e. fair, transparent, inclusive and flexible.

The Company strives that its Remuneration Policy should attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages.

This Nomination and Remuneration Policy applies to Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company.

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel and Employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013, this policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration/Compensation Committee ("NRC") and reconstituted by the Board of Directors of the Company.

### CONSTITUTION OF COMMITTEE:

The Board of Directors of the Company (the Board) shall constitute the committee to be known as the Nomination and Remuneration/Compensation Committee consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee."

### OBJECTIVE

The Nomination and Remuneration/Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other Employees. The Key Objectives of the Committee would be:

- Ensuring appropriate induction & training program: The Committee shall ensure that there is an appropriate induction & training program in place for new Directors, KMPs and members of Senior Management and review its effectiveness;
- Formulate the criteria for appointment as a Director: The Committee shall formulate criteria, and review them on an ongoing basis, for determining qualifications, skills, experience, expertise, qualities, positive attributes required to be a Director of the Company.
- Identify persons who are qualified to be Directors / Independent Directors / KMPs / SMPs: The Committee shall identify persons, who are qualified to become Directors / Independent Directors

/ KMPs / SMPs and who satisfy the criteria laid down under the provisions of the Companies Act, 2013, rules made there under,

- Nominate candidates for Directorships subject to the approval of Board: The Committee shall recommend to the Board the appointment of potential candidates as Non- Executive Director or Independent Director or Executive Director, as the case may be.
- Evaluate the performance of the Board: The Committee shall determine a process for evaluating the performance of every Director, Committees of the Board and the Board, on an annual basis.
- Remuneration of Managing Director / Directors: The Committee shall ensure that the tenure of Executive Directors and their compensation packages are in accordance with applicable laws, in line with the Company's objectives, shareholders' interests and comparable with industry standards.
- Review performance and compensation of Non-Executive Independent Directors: The Committee shall review the performance of the Non-Executive Independent Directors of the Company. The Committee shall ensure that the Non- Executive Independent Director(s) may receive remuneration by way of sitting fees for attending the meetings of Board or Committee(s), thereof provided that the amount of such fees shall be subject to ceiling / limits as provided under Companies Act, 2013 and rules made there under or any other enactment, for the time being in force.
- Review performance and compensation of KMPs / Senior management personnel known hereafter known as (SMPs) etc. The Committee shall review the performance of the Non-Executive Independent Directors of the Company. The Committee shall ensure that the remuneration to be paid to KMPs / SMPs shall be based on the experience, qualifications and expertise of the personnel and governed by the limits, if any, prescribed under the Companies Act, 2013 and rules made there under or any other enactment, for the time being in force.

#### **APPLICABILITY**

- a) Directors (Executive and Non-Executive)
- b) Key Managerial Personnel
- c) Senior Management Personnel;
- d) Other Employees

#### **DEFINITIONS:**

**"Act"** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

**"Board"** means Board of Directors of the Company.

**"Directors"** mean Directors of the Company.

**"Key Managerial Personnel"** means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. such Other Officer as may be prescribed.

**'Other employees'** means all employees other than the Directors, KMPs and the Senior Management Personnel.

**'Policy or This Policy'** means, "Nomination and Remuneration Policy."

**"Senior Management"** means Senior Management means the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

**Appointment Criteria and Qualifications:**

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Whole Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**Term / Tenure:**

**a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

**Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

**Removal:**

Due to reasons for any disqualifications mentioned in Companies Act, 2013 or under any other applicable Act, Rules and Regulations there under, the Committee may recommend, to the Board with reasons

recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, Rules and Regulations.

**Retirement:**

The Directors, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**BOARD DIVERSITY**

The Board shall consist of such number of Directors, including at least one women Director and not less than fifty percent of the Board of Directors comprising non-executive directors, as is necessary to effectively manage the Company of its size.

The Committee will lead the process for Board appointments. All Board appointments will be based on the skills, diverse experience, independence and knowledge which the Board as a whole requires to be effective. The Committee shall seek to address Board vacancies by actively considering candidates that bring a diversity of background and opinion from amongst those candidates with the appropriate background and industry or related expertise and experience. The candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

Additionally, the Board may consider appointment of experts from various specialized fields such as finance, law, information technology, corporate strategy, marketing and business development, international business, operations management etc. so as to bring diversified skill sets on board or succeed any outgoing director with the same expertise.

**POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:**

**1. Remuneration to Managing/ Whole-Time / Executive/Managing Director, KMP and Senior Management Personnel:**

The Remuneration/ Compensation/ Commission etc. to be paid to Director/Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

**2. Remuneration to Non-Executive/Independent Director:**

The Non-Executive Independent Director may receive sitting fee and out of pocket expenses as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

**3. Remuneration to other Employees:**

- Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions.
- The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.
- The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by various departments. Decision on Annual Increments shall be made on the basis of this appraisal.

## **Nomination Duties:**

### **The duties of the Committee in relation to nomination matters include:**

- Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board.
- Considering any other matters as may be requested by the Board.

### **Remuneration Duties:**

The duties of the Committee in relation to remuneration matters include:

- To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- To consider any other matters as may be requested by the Board;

### **REVIEW AND AMENDMENT:**

1. The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
2. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there are any statutory changes necessitating the change in the policy. However, no such amendment or modification will be binding on the Directors and employees unless the same is communicated to them.

## ANNEXURE IV

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### **I. INDUSTRY STRUCTURE AND DEVELOPMENT:**

The global IT and software sector has transformed from a basic operational tool into the primary engine of modern business growth. Companies worldwide are rapidly replacing outdated hardware systems and switching to online, cloud-based software. This helps them run their businesses smoothly from anywhere. At the same time, software is becoming much smarter by using tools like artificial intelligence to analyse data instantly, helping businesses make quicker and better decisions.

Today, loyalty programs are entirely digital and run on advanced software through mobile apps and websites. This allows businesses to track what customers like in real time and offer them instant, personalized rewards that match their shopping habits.

Looking forward, businesses are realizing that keeping a current customer happy with a smart rewards program is much cheaper than spending money to find new ones. Demand for easy-to-use software and digital loyalty tools is higher than ever. By continuing to build secure, reliable software, our company is in a great position to help businesses grow and succeed in this digital age.

#### **II. OPPORTUNITIES AND THREATS:**

##### OPPORTUNITIES

###### **New Areas have Great Potential**

The construction machinery and material have made all kinds of architects and real estate designs possible. However, modern buildings have a great scope of attracting new investors and businesses.

##### THREATS

###### **Economic Recession**

When the economy of the country is in recession, then people start spending less. When people spend less, then it affects badly the overall sale of businesses. As a result, no one would be willing to spend in the real estate property because of the uncertain environments. Economic recession is out of the control of anyone, it takes a lot of time for a country to get out of it.

###### **Competition with other Assets**

Real estate is not only a solid asset in the market. There are other assets as well that are even more valuable than real estate. Like gold, silver, oil and gas, wheat, and etc. The most important advantage of such assets is that they are moveable, and you can liquefy it in a market where they're in great demand. Growth in the other asset means that people won't take real estate assets seriously.

#### **III. SEGMENT-WISE PERFORMANCE:**

The Company is engaged in a segment i.e. Real estate, trading of construction material and consultancy services. Details of performance have been provided in this report.

#### **IV. OUTLOOK:**

Novus Loyalty Limited expects to improve its performance in financial year 2026-27 and hopes to grow a rate faster than other real estate companies. The approach would be to continue with the growth momentum while balancing risk. The Company will continue to grow itself in real estate activities, trading of construction material and consultation business.

#### **V. RISK MANAGEMENT:**

Risk Management is an integral part of our Company's business strategy. A dedicated team is a part of the management processes governed by the senior management team. This team reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization.

#### **VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

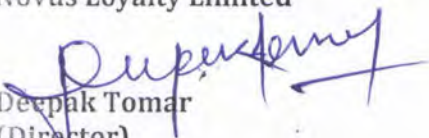
#### **VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The financial performance of the Company during the year under reference was reasonably good. For detailed Information, please refer to Directors' Report, which forms part of this Annual Report,

#### **VIII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES INDUSTRIAL, RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

We recognize people as our most valuable asset and we have built an open, transparent and meritocratic culture to nurture this asset. Talent Management is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within our Organization. Attrition has been managed well and has been below industry benchmarks. Novus Loyalty Limited has kept a sharp focus on Employee Engagement. We follow 360 degree feedback to ensure the satisfaction of our people. We have a strong system of grievance handling too. No concern of our people goes without addressing. We strive for excellence by thriving on Novus Loyalty Limited's positivity.

For and on Behalf of Board of  
Novus Loyalty Limited

  
Deepak Tomar  
(Director)  
DIN: 02484965

Date: 25/05/2026

Place: Gurugram

ANNEXURE V

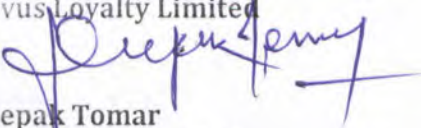
Form No. AOC-2

(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 transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis	Details
<p>(a) Name(s) of the related party and nature of relationship</p> <p>(b) Nature of contracts/arrangements/transactions</p> <p>(c) Duration of the contracts / arrangements/transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any</p> <p>(e) Justification for entering into such contracts or arrangements or transactions</p> <p>(f) date(s) of approval by the Board</p> <p>(g) Amount paid as advances, if any:</p> <p>(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188</p>	N.A. (there is no contracts or arrangements or transactions not at Arm's length basis.)
2. Details of material contracts or arrangement or transactions at arm's length basis	
<p>1. Mr. Deepak Tomar (Managing Director), {Corporate Office Rent} of Rs. 52,50,000 for FY 2025-26.</p> <p>2. Director Remuneration to Mr. Deepak Tomar (Managing Director) &amp; Mrs. Sweta Singh (WTD) of Rs. 50,00,000 &amp; 30,00,000 Respectively for the FY 2025-26.</p> <p>3. Remuneration paid to Mr. Mukesh Makkar (Company Secretary) Rs. 2,09,790 during FY 2025-26.</p> <p>4. Remuneration paid to Mr. Vibhore Rastogi (Director &amp; CFO) of Rs. 15,46,363 for the FY 2025-26.</p>	

For and on Behalf of Board of  
Novus Loyalty Limited

  
Deepak Tomar  
(Managing Director)  
DIN: 02484965

Date: 25/05/2026  
Place: Gurugram

**DIRECTOR AND CFO CERTIFICATION**  
**AS PER SEBI (LODR) REGULATIONS, 2015**

a. I, Vibhore Rastogi, Promoter Director & CFO have reviewed financial statements and the Cash Flow Statement for the year 2025-26 and that to the best of our knowledge and belief:

i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) 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.

b. 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 violative of the company's code of conduct.

c. We accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit Committee:

i) significant changes in internal control during the year;

ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes of the financial statements; and

iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

For and on Behalf of Board of  
Novus Loyalty Limited



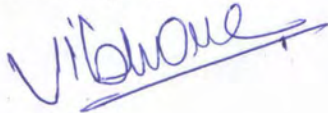
Vibhore Rastogi  
(Director & CFO)  
DIN: 11127637

Date: 25/05/2026  
Place: Gurugram

## DECLARATION

I, Vibhore Rastogi, Promoter Director and CFO of the Company confirm and certify that the members of the Board of Directors and senior management personnel have affirmed compliance with the code of conduct of Board of directors and senior management for the Financial Year 2025-26.

For Novus Loyalty Limited



Vibhore Rastogi  
(Director & CFO)  
DIN: 11127637

Date: 25/05/2026  
Place: Gurugram.