Date: 31st August, 2026

To,
BSE Limited
The Corporate Relations Department
P. J. Towers, Dalal Street
Fort, Mumbai- 400001

ISIN: INE1TFS01019
BSE Scrip Code: 544735

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Signing of Term Sheet for Proposed Acquisition

Dear Sir / Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, we wish to inform that the Company has entered into a term sheet for a proposed acquisition of stake in AutoPe Payment Solutions Limited ("AutoPe"), subject to completion of due diligence and execution of definitive agreements.

The term sheet sets out broad commercial terms and is subject to customary conditions including due diligence, statutory and regulatory approvals, and approval of the Board of Directors/Shareholders, as applicable.
In compliance with the aforesaid regulation, the details of the proposed acquisition are enclosed herewith as Annexure – A.

Certain information has been disclosed in a generic manner due to commercial sensitivity and confidentiality obligations under the term sheet. The Company shall make further disclosures, as required, upon execution of definitive agreements and/or completion of the transaction.
This disclosure is being made in compliance with applicable regulatory requirements.
Kindly take the above information on record.

This is for your information and record.

Thanking You

For Novus Loyalty Limited
(Formerly known as Novus Loyalty Private Limited)

Aditi Pardal
Digitally signed by Aditi Pardal
Date: 2026.08.31 11:58:13 +05'30'

Aditi Pardal
(CS & Compliance Officer)

Annexure – A

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Acquisition (Including Agreement to Acquire)

Clause	Particulars	Disclosure
a	Name of the target entity, details in brief such as size, turnover etc.	The Company has entered into a term sheet for acquisition of stake in AutoPe Payment Solutions Limited, engaged in the fintech payment solutions sector in India. Key financial parameters of the target are set out in the table below this Annexure.
b	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and whether the same is done at "arm's length"	The proposed acquisition does not constitute a Related Party Transaction. The promoter, promoter group and group companies do not have any interest in the target entity. The transaction is proposed to be undertaken at arm's length. The Company shall re-assess this position if the counterparties become related parties as a result of any governance rights extended pursuant to the transaction.
c	Industry to which the entity being acquired belongs	The target entity operates in the fintech/payment solutions industry.
d	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The proposed acquisition is intended to support strategic growth, business expansion and operational synergies, and is expected to strengthen the Company's overall business profile.
e	Brief details of any governmental or regulatory approvals required for the acquisition	The proposed acquisition will be subject to receipt of such statutory, regulatory and governmental approvals as may be applicable, if any, including under the SEBI (ICDR) Regulations, 2018 in the event any selling shareholder elects a share-swap component.

Novus Loyalty Limited (Formerly known as Novus Loyalty Pvt. Ltd.)
CIN No: U72900HR2011PLC127344 | GST No 06AAECC4455C1Z1
727, Udyog Vihar, Phase 5, Gurugram, Haryana 122016
Tel: 91-124-4382002. Email: communication@novus-loyalty.com | Web: https://www.novus-loyalty.com/

Clause	Particulars	Disclosure
f	Indicative time period for completion of the acquisition	The acquisition is proposed to be implemented in tranches, with the first tranche targeted for completion by way of a definitive Share Purchase Agreement, and the balance stake within approximately 10 months, subject to completion of due diligence and execution of definitive agreements.
g	Consideration – whether cash consideration or share swap or any other form and details of the same	The consideration for the proposed acquisition is intended to be discharged through cash consideration, based on an aggregate equity valuation of AutoPe of Rs. 130,00,00,000 (Rupees One Hundred Thirty Crores only) on a 100% fully diluted basis, subject to finalisation of terms with each selling shareholder.
h	Cost of acquisition and/or the price at which the shares are acquired	The acquisition of the aggregate 80.87% stake is based on an aggregate equity valuation of AutoPe of Rs. 130,00,00,000 (on a 100% fully diluted basis), implying an aggregate consideration of approximately Rs. 105.13 Crores for the 80.87% stake, pro-rated to the shares being acquired from each selling shareholder and payable in accordance with the definitive agreements.
i	Percentage of shareholding / control acquired and / or number of shares acquired	The Company proposes to acquire an aggregate stake of up to 80.87% of the equity share capital of the target entity, valued at an aggregate equity valuation of Rs. 130 Crores (100% basis) as stated above, with corresponding rights, subject to definitive documentation and implementation in tranches.
j	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	The target entity is engaged in fintech payment solutions, was incorporated in India, and has business operations primarily in India. Its financial performance for the last three financial years is summarised in the table below.

Financial Snapshot of AutoPe (Target)

The following figures are drawn from AutoPe's audited financial statements for FY 2022-23, FY 2023-24 and FY 2024-25, and are furnished to indicate the scale, growth trajectory and financial standing of the target:

Particulars (Rs. Crore)	FY 2022-23	FY 2023-24	FY 2024-25	YoY (FY24)	YoY (FY25)
Revenue from Operations	44.85	52.85	62.10	+17.9%	+17.5%
Total Income	44.89	53.39	63.52	+18.9%	+19.0%
Profit Before Tax	9.89	17.82	19.03	+80.2%	+6.8%
Profit After Tax	7.62	13.28	13.60	+74.4%	+2.4%
Net Worth (Share Capital + Reserves)	28.48	41.76	55.37	+46.6%	+32.6%
Total Assets	48.33	97.75	152.15	+102.2%	+55.7%
Cash & Bank Balances	7.57	15.35	39.40	+102.8%	+156.7%

Source: AutoPe's statutory audited financial statements. These historical figures are separate from the Rs. 130 Crore acquisition valuation referred to in rows (g)-(i) above, which was arrived at through negotiation between the parties and remains subject to adjustment upon completion of due diligence and execution of definitive agreements.