Date: 03rd Sept, 2026

To,
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai, 400001

Scrip Code: 544735

Dear Sir/Madam,

Subject: Proceedings of Extra Ordinary General Meeting held at 4:00 PM at Gurugram

Ref. NOVUS LOYALTY LIMITED ("Company")

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of the Extra Ordinary General Meeting ("EGM") of the Members of Novus Loyalty Limited ("the Company") held at Gurugram are being enclosed: -

1) **Name of the Company:** Novus Loyalty Limited
2) **Date of AGM:** Friday, 03rd of Sept , 2026
3) **Venue of AGM:** 727 , Udyog Vihar V , Gurugram , Haryana
4) **Mode of Meeting:** Physical
5) **Commencement of Meeting:** Thursday , 03rd of Sept, 2026 at 4:00 PM
6) **Conclusion of Meeting:** Thursday , 03rd of Sept, 2026 at 5:00 PM
7) **Name of the Chairperson:** Mr. Deepak Tomar (Managing Director)
8) **Confirmation of Requisite Quorum:** The requisite quorum was present in accordance with the provisions of Section 103 of the Companies Act, 2013 and the Articles of Association of the Company, the Chairman called the meeting to order and commenced the proceedings of the EGM.
9) **Brief Proceedings of the EGM of the company: -**
   a) **Details of the Business Transaction in EGM: -**
      i) **Special Business**

   A copy of all three special resolutions passed are being enclosed
   All three resolutions were put to Remote e-voting and voting at EGM.

   b) **Voting Results and Scrutinizer's Report is being submitted separately.**

This is for your reference and records.

Thanking You.

Yours Sincerely,

For Novus Loyalty Limited

(Formerly known as Novus Loyalty Private Limited)

Aditi Pardal

Digitally signed by Aditi Pardal
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Name: Aditi Pardal
Designation: Compliance Officer & CS
M.NO: 33216 (ACS)

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE EXTRA-ORDINARY GENERAL MEETING

NOVUS LOYALTY LIMITED
(Formerly known as Novus Loyalty Private Limited)
CIN: U72900HR2011PLC127344
Registered Office: 727, Udyog Vihar, Phase-V, Gurugram, Haryana – 122016

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NOVUS LOYALTY LIMITED HELD ON THURSDAY, 03RD SEPTEMBER 2026 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY.

The following resolutions were considered and passed by the Members at the Extra-Ordinary General Meeting of the Company held on Thursday, 03rd September 2026 at 4:00 P.M. at the registered office of the Company:

ITEM NO. 1: SPECIAL RESOLUTION

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the Articles of Association of the Company and subject to such approvals, permissions, sanctions, conditions and modifications as may be prescribed, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from **₹18,00,00,000 (Rupees Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of ₹10/- (Rupees Ten) each to ₹21,00,00,000 (Rupees Twenty-One Crores) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of ₹10/- (Rupees Ten) each, by creation of 30,00,000 (Thirty Lakh) additional Equity Shares of ₹10/- (Rupees Ten) each**, ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT consequent upon the aforesaid increase in the Authorised Share Capital of the Company, Clause V (Capital Clause) of the Memorandum of Association of the Company be and is hereby altered to reflect the revised Authorised Share Capital of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary & Compliance Officer be and are hereby authorised to do all such acts, deeds, matters and things and to file such forms, returns and documents with the Registrar of Companies, stock exchanges and other statutory/regulatory authorities as may be necessary or expedient to give effect to this resolution."

ITEM NO. 2: SPECIAL RESOLUTION

APPROVAL OF NOVUS LOYALTY EMPLOYMENT STOCK OPTION PLAN 2026 ("ESOP 2026")

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Articles of Association of the Company and subject to such approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed, the consent of the Members of the Company be and is hereby accorded to approve the **Novus Loyalty Employment Stock Option Plan 2026 ("ESOP 2026")** and to create, offer, issue and allot, in one or more tranches, under the said ESOP 2026, at any time to or for the benefit of eligible employees and directors (excluding Independent Directors) of the Company, such number of stock options which could give rise to the issue of equity shares of the Company, not exceeding **15,00,000 (Fifteen Lakh) Stock Options** in aggregate, at such price and on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with applicable laws.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in lieu of the vested and exercised options in the manner provided under ESOP 2026 shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary & Compliance Officer be and are hereby authorised to take all such steps, execute all such documents and make all such filings, disclosures and applications with the Registrar of Companies, BSE Limited, SEBI, depositories and other statutory/regulatory authorities, as may be necessary or expedient for implementation of ESOP 2026."

ITEM NO. 3 SPECIAL RESOLUTION

APPROVAL FOR ESTABLISHMENT OF A WHOLLY OWNED SUBSIDIARY IN DUBAI, UNITED ARAB EMIRATES

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and other applicable laws, rules and regulations, including the applicable provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and subject to such approvals, permissions and sanctions as may be required from the Reserve Bank of India, authorised dealer bank or any other statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded for the establishment of a **wholly owned subsidiary of the Company in Dubai, United Arab Emirates**, for carrying on such business activities as may be approved by the competent authorities and as may be considered beneficial to the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to determine the final jurisdiction of incorporation, approve the constitutional documents of the wholly owned subsidiary, decide its capital structure, make investments in one or more tranches, appoint directors and authorised representatives, execute all agreements, applications and documents, obtain approvals from regulatory authorities in India and overseas, open bank accounts and undertake all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the proposed incorporation and investment.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary & Compliance Officer be and are hereby authorised to make all necessary filings, submissions, intimations and applications with the Registrar of Companies, BSE Limited, Reserve Bank of India, authorised dealer bank and other statutory, regulatory and governmental authorities in India and overseas and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution."

RESOLUTION OF THE MEETING

RESOLVED THAT the aforesaid Item Nos. 1, 2 and 3, as set out in the Notice convening the Extra-Ordinary General Meeting, having been duly considered by the Members, were put to vote and were **duly passed by the Members of the Company** in accordance with the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary & Compliance Officer of the Company be and are hereby authorised to undertake all necessary acts, deeds, matters and things and to make all requisite filings, disclosures and submissions with the Registrar of Companies, BSE Limited, SEBI, Reserve Bank of India, authorised dealer bank, depositories and other statutory/regulatory authorities, as may be required to give effect to the resolutions passed at the meeting.

For **NOVUS LOYALTY LIMITED**
(Formerly known as Novus Loyalty Private Limited)

Aditi Pardal

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Date: 2026.09.03 17:37:27 +05'30'

ADITI PARDAL
Company Secretary
Membership No.: 33216

Date: 03 September 2026
Place: Gurugram