NOVUS LOYALTY LIMITED

CIN: [U72900HR2011PLC127344]

Registered Office: 727, Udyog Vihar, Phase 5, Industrial Complex Dundahera, Gurugram, Haryana 122016

Date: 27TH November 2026

To,
The Manager – Listing / Corporate Relationship Department
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Scrip Code: 544735 **Symbol:** [novus]

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Execution of Share Purchase Agreements for the acquisition of up to 80.87% of the equity share capital of AutoPe Payment Solutions Limited – Follow-up to our intimation dated August 31, 2026 and September 25, 2026 alongwith in suppression to our Intimation dated November 05, 2026.

Dear Sir / Madam,

1. Further to our intimation dated August 31, 2026 and September 25, 2026, regarding the execution of the Term Sheet for the proposed acquisition of AutoPe Payment Solutions Limited ("AutoPe") and execution of Share Purchase Agreement with Hindustan Media Ventures Limited, Mr. Abhishek Tewari and Mr. Aniruddh Bajpai for acquiring 54.87% stake in Autope respectively, we wish to inform you that the Company has amended the terms of executed Share Purchase Agreements ("SPAs") with the selling shareholders of AutoPe, as set out below.

1a. Amendment Agreements executed and shares to be acquired.

Seller(s)	AutoPe shares	% of AutoPe	Consideration (Rs. Cr.)	Mode	Date of Agreements
Mr. Abhishek Tewari	4,11,000	20.50%	23.59	Cash	Share Purchase Agreement with Abhishek Tewari dated September 25, 2026 along with Amendment Agreement to Share Purchase Agreement dated November 26, 2026.
Mr. Aniruddh Bajpai	3,39,000	16.91%	16.45	Cash	Share Purchase Agreement with Aniruddh Bajpai dated September 25, 2026 along with Amendment Agreement to Share Purchase Agreement dated November 26, 2026
TOTAL	**7,50,000**	**37.41%**	**40.04**	**Cash Rs. 40.04 Cr.**	

2. In suppression to our Intimation dated November 05, 2026, we hereby give fresh intimation that our company has entered into a Share Purchase Agreement dated November 26, 2026 with the selling

shareholders of AutoPe Payment Solutions Limited namely Mr. Pankaj Gambhir, Ms. Shaloo Gambhir, Mr. Naveen Gambhir, Ms. Geeta Gambhir, Ms. Shradha Gambhir and Ms. Aakriti Gambhir for acquiring 26.00% stake in AutoPe. The consideration of the said acquisition will be as follows:

Name of Sellers	Number of Shares held in AutoPe	% of AutoPe	Number of shares being sold to Novus Loyalty Limited	Mode of payment	AutoPe shares transferred (first closing- full payment in cash consideration)	AutoPe shares transferred (second closing- swap of shares)	Equity shares of the Company to be allotted as swap of shares to AutoPe sellers
Mr. Pankaj Gambhir	1,27,295	6.35%	73,334	Cash and Swap of Shares	33,000	40,334	1,30,815
Ms. Shaloo Gambhir	2,48,053	12.38%	2,48,053	Cash and Swap of shares	1,13,300	1,34,753	4,37,046
Mr. Naveen Gambhir	1,33,950	6.68%	1,26,349	Cash and swap of shares	55,181	71,168	2,30,820
Ms. Geeta Gambhir	63,650	3.18%	63,650	Cash and swap of shares	33,001	30,649	99,405
Ms. Shradha Gambhir	31,825	1.59%	4,843	Swap of shares	-	4,843	15,707
Ms. Aakriti Gambhir	31,820	1.59%	4,843	Swap of shares	-	4,843	15,707
TOTAL	**6,36,593**	**31.77%**	**5,21,072 (26.00% of stake in AutoPe)**		**2,34,482**	**2,86,590**	**9,29,500**

3. **Share swap:** The shares to be issued to the six Gambhir family members are 9,29,500 equity shares of the Company by way of preferential allotment, in consideration for the transfer of 2,86,590 AutoPe shares, at an agreed value of Rs 18.59 Cr. The issue will be made to non-promoter allottees only, and the issue price will not be lower than the floor price determined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as on the relevant date, supported by a report of a registered valuer. The shares will be subject to the lock-in prescribed under the ICDR Regulations. The allotment is subject to the approval of the Company's shareholders by special resolution, the in-principle approval of BSE Limited and other applicable approvals.

4. Each Share Purchase Agreement alongwith Amendment Agreement to Share Purchase Agreement entered with Hindustan Media Ventures Limited, Mr. Abhishek Tewari and Mr. Aniruddh Bajpai for acquiring their

stake in AutoPe provides for two closings. At the first closing (to occur by December 31, 2026) and second closing (to occur by June 30, 2027) subject to the approvals. Further the Share Purchase Agreement entered with six Gambhir members also provides for two closings, one to occur by December 31, 2026 and second by within 120 days of the date of the SPA, against allotment of Equity Shares of the Company, subject to the approvals described above. On completion of all closings, AutoPe will become a subsidiary of our Company.

5. The details required under Regulation 30 read with Part A of Schedule III and the applicable SEBI circular are given in Annexure A. This intimation is also being made available on the Company's website.

This is for your information and records.

Yours faithfully,
For Novus Loyalty Limited

Aditi Pardal

Digitally signed by Aditi Pardal
Date: 2026.11.27 20:15:36 +05'30'

Aditi Pardal
Company Secretary and Compliance Officer
Membership No.:33216

ANNEXURE A – DETAILS OF THE ACQUISITION

Sr. No.	Particulars	Details
1	Name of the target entity, and details in brief such as size and turnover	AutoPe Payment Solutions Limited (CIN U62090HR2006PLC097425), a public limited company engaged in payment solutions. Paid-up equity share capital: Rs. 20,04,314 (20,04,314 equity shares of Rs. 1 each). Turnover: FY 2025-26 Rs. 102 Cr. PAT: FY 2025-26 Rs. 14 Cr. Net worth as at 31 March 2026: Rs. 70 Cr.
2	Whether the acquisition falls within related party transactions, and whether the promoter, promoter group or group companies have any interest in the entity being acquired	No. The sellers are not related parties of the Company, and none of its promoters, promoter group or group companies has any interest in AutoPe or the sellers.
3	Industry to which the entity belongs	Payment solutions / financial technology.
4	Objects and effects of the acquisition, including reasons for acquiring the target if its business is outside the Company's main line of business	To enter and expand in the payments business and to combine it with the Company's loyalty and rewards platform. AutoPe will become a subsidiary of the Company.
5	Governmental or regulatory approvals required	[Regulatory: none required other than as stated below / specify.] Company: approval of the Board of Directors; shareholders' approval by special resolution for the preferential issue of equity shares and under Section 186 of the Companies Act, 2013, as applicable; in-principle approval of BSE Limited for the equity shares to be allotted for Swap of Shares.
6	Indicative time period for completion	For SPA's entered with Hindustan Media Ventures Limited, Mr. Abhishek Tewari and Mr. Aniruddh Bajpai- First closing by December 31, 2026 and Second closing by June 30, 2027, subject to approvals. For SPA entered with 6 Gambhir members- First closing by December 31, 2026 and Second closing within 120 days of the date of its SPA, subject to approvals.
7	Consideration – whether cash or share exchange, and details	The entire consideration under Share Purchase Agreements alongwith Amendment Agreement to Share Purchase Agreement entered with Hindustan Media Ventures Limited, Mr. Abhishek Tewari and Mr. Aniruddh Bajpai are payable in cash, in two tranches in two equal instalments as per agreement, linked to transfer of the corresponding tranche of shares. The consideration under Share Purchase Agreement entered with six Gambhir members are payable in Cash consideration

Sr. No.	Particulars	Details
		and Swap consideration, in two tranches, linked to transfer of the corresponding tranche of shares as mentioned in the respective agreement.
8	Cost of acquisition or the price at which the shares are acquired	Aggregate consideration of Rs. 62.72 Cr., will be paid through cash consideration to Hindustan Media Ventures Limited, Mr. Abhishek Tewari and Mr. Aniruddh Bajpai which will be completed in two tranches in two equal instalments as mentioned in their respective Share Purchase Agreements alongwith Amendment Agreements executed respectively. Aggregate consideration of Rs. 33.80 Cr. out of which Rs. 15.21 Cr. will be paid through cash consideration and Rs. 18.59 Cr. will be paid through swap consideration in two tranches as mentioned in the Share Purchase Agreement entered with six Gambhir members.
9	Percentage of shareholding or control acquired, and number of shares acquired	16,20,893equity shares, being 80.87% of the paid-up equity share capital of AutoPe. AutoPe will become a subsidiary of the Company after completion of execution of all the tranches.
10	Brief background of the entity acquired	Incorporated on March 09, 2006 as a private limited company; converted to a public limited company in July 2024.
11	Names of the sellers and nature of relationship with the Company	Hindustan Media Ventures Limited, Mr. Abhishek Tewari, Mr. Aniruddh Bajpai, Mr. Pankaj Gambhir, Ms. Shaloo Gambhir, Mr. Naveen Gambhir, Ms. Geeta Gambhir, Ms. Shradha Gambhir and Ms. Aakriti Gambhir. None are related party of the Company.