

Notice

NOTICE is hereby given that the **Forty-Second (42nd)** Annual General Meeting ("Meeting") of the member(s) of **Gyfttr Limited** ("Company") will be held on **Tuesday, September 29, 2026 at 3:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)** to transact the following business:

ORDINARY BUSINESS:

- 1. Consideration and adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Board of Directors and the Statutory Auditors thereon.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and joint Statutory Auditors thereon, as circulated to the Members, are hereby considered and adopted."

- 2. Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Statutory Auditors thereon.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the report of the joint Statutory Auditors thereon, as circulated to the Members, are hereby considered and adopted."

- 3. To appoint a director in place of Mr. Arvind Prabhakar (DIN: 05232758), who retire by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Arvind Prabhakar (DIN: 05232758), who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

- 4. Appointment of Mr. Arvind Prabhakar (DIN: 05232758) as a non-executive director of the company.**

To consider and, if thought fit, pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 and section 161 (1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), and such other approvals, permissions and sanctions, as may be required, and based on the approval of the Board of Directors of the Company, Mr. Arvind Prabhakar (DIN: 05232758) who was appointed as an Additional Director on the Board of the Company with effect from August 14, 2026 and who holds office upto the date of the approval received from shareholders at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company are severally authorised to sign and execute requisite forms /returns, instruments, writings and documents and to do all such acts, deeds and things and take all such steps as may be necessary, proper or incidental for the purpose of giving effect to the aforesaid resolution."

- 5. Appointment of Ms. Puja Punj (DIN: 07720891) as a non-executive director of the company.**

To consider and, if thought fit, pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 and section 161 (1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force),

Notice (Contd.)

and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), and such other approvals, permissions and sanctions, as may be required, and based on the approval of the Board of Directors of the Company, Ms. Puja Punj (DIN: 07720891) who was appointed as an Additional Director on the Board of the Company with effect from August 14, 2026 and who holds office up to the date of the approval received from shareholders at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company are severally authorised to sign and execute requisite forms /returns, instruments, writings and documents and to do all such acts, deeds and things and take all such steps as may be necessary, proper or incidental for the purpose of giving effect to the aforesaid resolution.”

6. To consider and approve material related party transactions with Vouchagram India Private Limited

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/ contracts with Vouchagram India Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board

in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/ contracts that may be entered into by the Company with Vouchagram India Private Limited and remaining outstanding at any one point in time shall not exceed ₹ 2500 Crores (Rupees Twenty-Five Hundred Crores) during the financial year 2026-27.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Whole Time Director of the Company and/or Chief Financial Officer and/or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/ contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

7. To consider and approve material related party transactions with Mufin Green Finance Limited

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/

Notice (Contd.)

contracts with Mufin Green Finance Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Mufin Green Finance Limited and remaining outstanding at any one point in time shall not exceed ₹ 50 Crores (Rupees Fifty Crores) during the financial year 2026-27.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Whole Time Director of the Company and/or Chief Financial Officer and/or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/ contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

8. Approval for alteration of memorandum of association (moa) of the company by inclusion of new object clause

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for

the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded to amend the Objects Clause of the Memorandum of Association (“MOA”) of the Company by way of insertion of the following new objects in the MOA: ‘III (A).

To carry on the business of developing, designing, customising, operating, maintaining, licensing, selling and providing software, mobile and web applications, cloud-based and SaaS solutions for businesses, organisations and individuals, including business support, expense and cost management, accounting, invoicing, employee and resource management, workflow and organisation management, automation, analytics and other business functions, to facilitate through its platform/API-based integrations for all type of ticket booking management and administration of travel, accommodation and other related services, and to provide related consultancy, implementation, integration, technical support, maintenance, hosting and allied technology services.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or the Chief Financial Officer of the Company and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution”.

By order of the Board of Directors
of Gyfr Limited
(Formerly known as LKP Finance Limited)

Tisha Lamba
Company Secretary & Compliance Officer
Membership No: A80180

Place: Delhi
Date: September 3, 2026

Registered Office:
Gyfr Limited
CIN: L74900MH1984PLC032831
203, Embassy Centre,
Nariman Point, Mumbai – 400021

Notice (Contd.)

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the special business to be transacted at the 42nd AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act shall be available for inspection electronically.
2. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation') and Secretarial Standards on General Meeting ('SS-2'), the required details of the Director proposed to be re-appointed and the terms of proposed remuneration of the Directors are given in the Annexure-I forming part of the Notice. Members seeking to inspect such documents can send an email to cs@gyftirltd.com
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 9/2023 dated September 25, 2023 Circular No. 9/2024 dated September 19, 2024 and the latest Circular No. 3/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India and all other relevant circulars issued from time to time, MCA has permitted holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 42nd AGM shall be the Registered Office of the Company i.e. 203, Embassy Centre, Nariman Point, Mumbai 400 021.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In line with the MCA Circulars the Notice calling the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at gyftirltd.com, BSE Limited at www.bseindia.com and NSE at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote

Notice (Contd.)

e-voting facility and e-voting system during the AGM) at www.evotingindia.com. Members (Physical/Demat) who have not registered their email addresses with the Company can get the same registered with the Company by requesting to our Registrar and Share Transfer Agent i.e. Adroit Corporate Services Private Limited ('RTA') at info@adroitcorporate.com and to the Company at cs@gyftrltd.com.

9. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to abhaycsjha@gmail.com or with a copy marked to www.evotingindia.com.
10. The information and instructions for shareholders for remote e-voting are as under:
 - I. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
 - II. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility.
 - III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., September 22, 2026. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 22, 2026 only shall be entitled to avail the facility of e-voting/ Poll on Demand.
11. Information and other instructions relating to e-voting and joining virtual meeting are as under:
 - (i) The voting period begins on Saturday, September 26, 2026 at 9:00 A.M. and ends on Monday, September 28, 2026 at 05:00 P.M. During this period shareholders' of the Company, holding

shares either in physical form or in dematerialised form, as on the cut-off date (record date) September 22, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Notice (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi/Easiest user will be able to see thee-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Notice (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (iv) After entering these details appropriately, click on "SUBMIT" tab.

Notice (Contd.)

- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (vii) Click on the EVSN: 260904009 for GYFTR LIMITED on which you choose to vote.
 - (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xiv) 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 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.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 Scrutiniser to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at abhaycsjha@gmail.com and cs@gyftrltd.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutiniser to verify the same.
12. Process for those shareholders whose email addresses/ mobile no. are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
 - i. 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 at cs@gyftrltd.com or RTA at info@adroitcorporate.com.
 - ii. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)
 - iii. 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.
 13. Instructions for shareholders attending the AGM through VC/OAVM are as under:
 - i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under

Notice (Contd.)

shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- ii. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request before the cut-off date for the AGM (i.e on or before September 22, 2026) mentioning their name, demat account number/folio number, email id, mobile number at cs@gyftrltd.com. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM, depending on the availability of time.
- vi. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance before the cut-off date for the AGM (i.e on or before September 22, 2026) mentioning their name, demat account number/folio number, email id, mobile number at cs@gyftrltd.com. These queries will be replied to by the Company suitably by email.
- vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- viii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- ix. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes

cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

14. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 34/35TH Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

15. Members can avail themselves, the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company's Registrar & Transfer Agents (R&T Agents). Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
16. Members who have not registered their e-mail ID so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's R&T Agents in case the shares are held in physical form.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and

Notice (Contd.)

signed Form ISR – 4, on the website of the Company's Registrar and Transfer Agents, Adroit Corporate Services Private Limited at <https://www.adroitcorporate.com/RandTServices.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

19. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Adroit Corporate Services Private Limited, for assistance in this regard
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. M/s Abhay K & Associates, Practicing Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
22. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at gyftltd.com and on the website of CDSL immediately after the declaration of result by the Chairperson or a person authorised by him/her in writing. The Results shall also be immediately forwarded to Stock Exchanges.
23. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of AGM and the annual report, including Financial statements, Board Report, etc. by electronic mode. Pursuant to the said provisions of the

Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at gyftltd.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com

24. The Ministry of Corporate Affairs had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period.
25. Members are requested to send all communications to our R&T Agents at the following address:

Adroit Corporate Services Private Limited

18-20, Jafferbhoy Industrial Estate, 1st Floor,

Makwana Road, Marol Naka, Andheri East,

Mumbai - 400 059

Tel. No.: +91 22 4227 0400; Fax No.: +91 22 2850 3748.

E-mail ID: info@adroitcorporate.com

26. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.

By order of the Board of Directors

of Gyft Limited
(Formerly known as LKP Finance Limited)

Tisha Lamba

Company Secretary & Compliance Officer
Membership No: A80180

Place: Delhi
Date: September 03, 2026

Registered Office:

Gyft Limited
CIN: L74900MH1984PLC032831
203, Embassy Centre,
Nariman Point, Mumbai – 400021

Notice (Contd.)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 & 5: APPOINTMENT OF MR. ARVIND PRABHAKAR (DIN: 05232758) AND MS. PUJA PUNJ (DIN: 07720891) AS DIRECTORS OF THE COMPANY

The Board of Directors of the Company ("the Board") on the recommendation of the Nomination and Remuneration Committee ("the NRC"), has recommended for the approval of the Members, the appointment of Mr. Arvind Prabhakar (DIN: 05232758) and Ms. Puja Punj (DIN: 07720891) as Non-Executive Directors of the Company, with effect from August 14, 2026. The detailed profiles of Mr. Arvind Prabhakar and Ms. Puja Punj as required under Regulation 36(3) of the SEBI LODR and Secretarial Standards on General Meetings, are enclosed herewith as Annexure 1, which forms part of this Notice.

The Board, based on the recommendation of NRC, considers that given their skills, integrity, expertise and experience, the association of Mr. Arvind Prabhakar and Ms. Puja Punj would be beneficial to the Company, and it is desirable to avail their services as non- executive Director.

Further, Mr. Arvind Prabhakar and Ms. Puja Punj have also confirmed they are not in any way disqualified from being appointed as Directors in terms of Section 164 of the Act and are also not debarred from holding the office of Director by virtue of any order of SEBI or any other such Authority. The Company has received notices in writing pursuant to the provisions of Section 160 of the Act, proposing their candidature for the office of Directors.

During their tenure of appointment, they shall be liable to retire by rotation as provided under Section 152(6) of the Act.

The above proposal is in the interest of the Company and pursuant to the recommendation of the NRC, the Board recommends the Resolution as set out at Item No. 4 & 5 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 4 & 5 be passed as **Ordinary Resolutions**.

Except Mr. Arvind Prabhakar and Ms. Puja Punj and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at Item no. 4 & 5 of this Notice respectively, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION VOUCHAGRAM INDIA PRIVATE LIMITED

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Vouchagram India Private Limited upto an amount of ₹ 2500 Crores. Regulation 23 of the Listing Regulations has been amended effective April 01, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) ₹ 1,000 Crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Further, RPT Industry Standards, effective from September 01, 2025, the listed entity shall provide the Minimum information to the Shareholders for the approval of Material Related Party Transactions. The information as required under the said standards read with the Act and Rules made thereunder and SEBI Listing Regulations are as below:

S. no.	Particulars	Details
(A1) Basic Details of the related party		
1	Name of the related party	M/s. Vouchagram India Private Limited ("VIPL")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Company is specialised in providing a web-based information portal with information relevant; creating, maintaining and hosting portals and to tie-up with various agencies/corporations/companies etc. for the purpose of carrying out E-commerce and other related activities.

Notice (Contd.)

S. no.	Particulars	Details												
(A2) Relationship and ownership of the related party														
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	M/s. Vouchagram India Private Limited is a group company of Gyftir Limited												
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company indirectly (through its associate) holds 25.63% shares in VIPL as on March 31, 2026.												
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA												
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA												
(A3) Details of previous transactions with the related party														
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	₹ 168.75 Crores												
		<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>2025-26 (In Crores)</th></tr> <tr> <td>1</td><td>Loans and advances</td><td>20.00</td></tr> <tr> <td>2</td><td>Interest Income</td><td>0.03</td></tr> <tr> <td>3</td><td>Purchase of goods or services</td><td>148.71</td></tr> </table>	S. No.	Nature of Transactions	2025-26 (In Crores)	1	Loans and advances	20.00	2	Interest Income	0.03	3	Purchase of goods or services	148.71
S. No.	Nature of Transactions	2025-26 (In Crores)												
1	Loans and advances	20.00												
2	Interest Income	0.03												
3	Purchase of goods or services	148.71												
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought – (April - June 26)	₹ 168 Crores												
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA												
(A4) Amount of the proposed transaction(s)														
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Not exceeding ₹ 2500 Crores (Rupees Twenty-Five Hundred Crores)												
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes												
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	630.74%												

Notice (Contd.)

S. no.	Particulars	Details	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	53.52%	
6	Financial performance of the related party for the immediately preceding financial year	Particulars	2025-26 (₹ in Lakhs)
		Turnover	4,67,123
		Profit after Tax	2,858
		Networth	20,850
(A5) Basic details of the proposed transaction			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i) Availing and Rendering of Services; (ii) Providing Financial Assistance (iii) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits)	
2	Details of each type of the proposed transaction	Gyft Limited and Vouchagram India Private Limited (VIPL) are into a business of digital gifting services with a significant presence. The companies will be involved in sale and purchase of goods and services, providing financial assistance and loans and advances.	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The tenure for proposed transactions with Vouchagram India Private Limited is financial year 2026-27	
4	Whether omnibus approval is being sought?	Yes	
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	The Value of proposed transactions with Vouchagram India Private Limited in the financial year 2026-27 is expected to be upto ₹ 2,500 Crores.	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The related party transactions entered by the Company with Vouchagram India Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Vouchagram India Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	
7	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:		
	(a) Name of the director/KMP	Arvind Prabhakar (DIN: 05232758)	Puja Punj (DIN: 07720891)
	(b) Shareholding of the director/KMP, whether direct or indirect, in the related party	Nil	Nil

Notice (Contd.)

S. no.	Particulars	Details
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making	NA
(B1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	NA
3	In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following: (a) Amount of Trade advance (b) Tenure (c) Whether same is self-liquidating?	NA
(B2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction	Owned Funds
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: (a) Nature of indebtedness (b) Total cost of borrowing (c) Tenure (d) Other details	No
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	N.A.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	15%
5	Maturity/due date	As mutually agreed between the parties
6	Repayment schedule & terms	As mutually agreed between the parties
7	Whether secured or unsecured?	Un-secured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the transaction.	To enable provision of working capital for disbursement and augmenting growth in normal course of operations.
(C1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1	Latest credit rating of the related party	NA

Notice (Contd.)

S. no.	Particulars	Details
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	NA
3	In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms’ length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm’s length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 6 be passed as an **Ordinary Resolution**.

None of the Directors except Mr. Arvind Prabhakar and Ms. Puja Punj, or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 7: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION MUFIN GREEN FINANCE LIMITED

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Mufin Green Finance Limited upto an amount of ₹ 50 Crores. Regulation 23 of the Listing Regulations has been amended effective April 01, 2022 to provide that shareholders’ approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) ₹ 1,000 Crores; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Further, RPT Industry Standards, effective from September 01, 2025, the listed entity shall provide the Minimum information

Notice (Contd.)

to the Shareholders for the approval of Material Related Party Transactions. The information as required under the said standards read with the Act and Rules made thereunder and SEBI Listing Regulations are as below:

S. no.	Particulars	Details												
(A1) Basic Details of the related party														
1	Name of the related party	M/s. Mufin Green Finance Limited												
2	Country of incorporation of the related party	India												
3	Nature of business of the related party	The Company is in the business of Non-Banking Financing Activities and is engaged in financing climate-sustainable products. It provides loans for income generation through Electric Vehicles and Electric Charging Infrastructure												
(A2) Relationship and ownership of the related party														
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	M/s. Mufin Green Finance Limited is a group company of Gyft Limited.												
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA												
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA												
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA												
(A3) Details of previous transactions with the related party														
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	₹ 380.58 Crores												
		<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>2025-26 (In Crores)</th></tr> <tr> <td>1</td><td>Loans and Advances</td><td>368.98</td></tr> <tr> <td>2</td><td>Interest Income</td><td>4.59</td></tr> <tr> <td>3</td><td>Borrowings</td><td>7.00</td></tr> </table>	S. No.	Nature of Transactions	2025-26 (In Crores)	1	Loans and Advances	368.98	2	Interest Income	4.59	3	Borrowings	7.00
S. No.	Nature of Transactions	2025-26 (In Crores)												
1	Loans and Advances	368.98												
2	Interest Income	4.59												
3	Borrowings	7.00												
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought – (April - June 26)	₹ 0.27 Crores												
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA												
(A4) Amount of the proposed transaction(s)														
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Not exceeding ₹ 50 Crores (Rupees Fifty Crores)												

Notice (Contd.)

S. no.	Particulars	Details								
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	12.61%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	23.78%								
6	Financial performance of the related party for the immediately preceding financial year	<table><tr><th>Particulars</th><th>2025-26 (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>21,029</td></tr><tr><td>Profit after Tax</td><td>2,827</td></tr><tr><td>Networth</td><td>57,470</td></tr></table>	Particulars	2025-26 (₹ in Lakhs)	Turnover	21,029	Profit after Tax	2,827	Networth	57,470
Particulars	2025-26 (₹ in Lakhs)									
Turnover	21,029									
Profit after Tax	2,827									
Networth	57,470									
(A5) Basic details of the proposed transaction										
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing borrowings, repayment and payment of interest/charges thereon								
2	Details of each type of the proposed transaction	The Listed Entity proposes to avail financial assistance from the Related Party in the ordinary course of business to meet its day-to-day business and working capital requirements.								
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The tenure for proposed transactions with Mufin Green Finance Limited is financial year 2026-27.								
4	Whether omnibus approval is being sought?	Yes								
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	The Value of proposed transactions with Mufin Green Finance Limited in the financial year 2026-27 is expected to be upto ₹ 50 Crores.								
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The related party transactions entered by the Company with Mufin Green Finance Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Mufin Green Finance Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.								
7	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:	NA								
	(a) Name of the director/KMP									
	(b) Shareholding of the director/KMP, whether direct or indirect, in the related party									

Notice (Contd.)

S. no.	Particulars	Details
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making	NA
(B5) Disclosure only in case of transactions relating to borrowings by the listed entity		
1	Material covenants of the proposed transaction	The proposed borrowing (fund based and non-fund based support), if availed, will be for a period of up to 10 years and will have covenants as per normal market transactions.
2	Interest rate	Borrowings would be availed at prevailing market rate, considering the nature and tenure of loan/borrowing as mutually agreed between the parties.
3	Cost of borrowing	To be determined at the time of availing borrowings, based on prevailing market conditions
4	Maturity/due date	As mutually agreed between the parties
5	Repayment schedule & terms	As mutually agreed between the parties
6	Whether secured or unsecured	Borrowings availed may be secured/unsecured, as applicable.
7	If secured, the nature of security & security coverage ratio	If Secured, it shall be secured by way of exclusive charge on present and/or future receivables under Loan contracts/Hire Purchase/Lease, owned Assets and Book debts.
8	The purpose for which the funds will be utilised by the listed entity	To enable provision of working capital for disbursement and augmenting growth of the Company, in normal course of operations.
(C4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction.	0.00
	b. After transaction	0.11
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction.	89.00
	b. After transaction	4.45

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 7 be passed as an **Ordinary Resolution**.

None of the Directors except Mr. Arvind Prabhakar and Ms. Puja Punj, or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

Notice (Contd.)

ITEM NO. 8: APPROVAL FOR ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY BY INCLUSION OF NEW OBJECT CLAUSE:

The Board of Directors of its meeting held on September 3, 2026, has approved the proposal to amend the Object Clause of the Memorandum of Association (MOA) of the Company by inserting new clauses to include additional business activities.

The Company is presently engaged in the business of Reward and Loyalties Programme business.

In line with the Company's long-term strategic vision to diversify and expand its business operations, the Board of Directors of the Company ("the Board") has proposed to insert the following new clauses in the Object Clause (Clause III (A) – Main Objects) of the Memorandum of Association ("MOA") of the Company:

1. To carry on the business of developing, designing, customising, operating, maintaining, licensing, selling and providing software, mobile and web applications, cloud-based and SaaS solutions for businesses, organisations and individuals, including business support, expense and cost management, accounting, invoicing, employee and resource management, workflow and organisation management, automation, analytics and other business functions, to facilitate through its platform/API-based integrations for all type of ticket booking management and administration of travel, accommodation and other related services, and to provide related consultancy, implementation,

integration, technical support, maintenance, hosting and allied technology services.

The proposed insertion of the aforesaid clauses will enable the Company to diversify its operations into new areas of business that are complementary to its existing activities and have significant potential for growth. This diversification is expected to enhance the Company's revenue streams and overall stakeholder value.

The alteration of the Object Clause of the MOA requires the approval of members of the Company by way of a Special Resolution pursuant to the provisions of Sections 4, 13, and other applicable provisions of the Companies Act, 2013, and the rules made thereunder.

A copy of the existing and the proposed altered Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays, and public holidays) up to the date of Annual General Meeting.

None of the Directors, Key Managerial Personnel ("KMP") of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the passing of the Special Resolution as set out in the accompanying Notice of Annual General Meeting for approval of the members.

ANNEXURE-1

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is as under:

Particulars	Item No. 4	Item No. 5
Names	Mr. Arvind Prabhakar	Ms. Puja Punj
DIN	05232758	07720891
Date of Birth	21/09/1974	18/10/1976
Age	51	49
Nationality	Indian	Indian
Date of First appointment on board	August 14, 2026	August 14, 2026
Qualification	B.Sc. from Hemwati Nandan Bahuguna Garhwal University (1991-1994) and an MBA from SGRRITS (1995 - 1997)	PGBDM in Marketing from Apeejay School of Management (2001)
Date and term of appointment	w.e.f. August 14, 2026 and Mr. Arvind Prabhakar appointed as an additional director in the category of non-executive, liable to retire by rotation.	w.e.f. August 14, 2026 and Ms. Puja Punj appointed as an additional director in the category of non-executive, liable to retire by rotation.
Brief Profile	Arvind Prabhakar, aged about 51, is an alumnus of Kendriya Vidyalaya (1991), holding a B.Sc. from Hemwati Nandan Bahuguna Garhwal University (1991-1994) and an MBA from SGRRITS (1995 - 1997). With over two decades of experience in media, strategy, digital commerce, and new-age loyalty programmes, he has built a strong career in leadership and entrepreneurship. He began his professional journey at Amar Ujala, followed by Jasubhai Digital Media, and AVP – New Business Strategy at Solutions Digitas (2007–2010), later worked at Accentiv' (Edenred Group), focusing on growth in emerging markets. In 2012, he founded Vouchagram India, where he continues to serve as Founder & CEO.	Puja Punj, aged about 49 years, is the Co-founder of Vouchagram India Pvt. Ltd., with over 20 years of experience in marketing, loyalty, and digital commerce. Since 2012, she has played a key role in shaping Vouchagram's growth, driving strategic initiatives, and building long-term partnerships across industries. She began her career with Jasubhai Digital Media in 2001, and later served as Branch Manager at Accor Services, where she managed planning, implementation, and execution of loyalty programmes for channels and end customers. Puja is an alumna of St. Francis de Sales School (1996) and holds a PGBDM in Marketing from Apeejay School of Management (2001).
Details of Remuneration/Remuneration last drawn	Nil	Nil
Shareholding in Gyft Limited. (No. & %)	42,040 (0.05%)	4,055 (0%)
List of Directorships held in other listed Companies	Nil	Nil
Members/Chairperson of Committees in Gyft Limited.	Nil	Stakeholder Relationship Committee
Members/Chairperson of Committees in other Public Companies	Nil	Nil
Relationship with other Directors	None	None
Number of Meetings of the Board attended during the year	Nil	Nil
Disclosure of relationships between directors (in case of appointment of a director)	Not inter-se related to any other Director or key Managerial Personnel	Not inter-se related to any other Director or key Managerial Personnel