September 7, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

National Stock Exchange of India,
Exchange Plaza, C-1, Block-G,
Bandra – Kurla Complex,
Bandra (East), Mumbai -400051

Scrip Code: 507912

Symbol: GYFTR

Subject: Notice of 42nd Annual General Meeting and Annual Report for Financial Year 2025-26 - Compliance under Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Ma'am,

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 42nd Annual General Meeting ("AGM") of the Company will be held on Tuesday, September 29, 2026 at 03:30 P.M. (IST) through Video Conferencing/Other Audio-Visual Means. In compliance with the captioned Regulations and other applicable provisions of the Listing Regulations, please find enclosed the Notice of the 42nd AGM of the Company and Annual Report for Financial Year 2025-26.

The Notice of 42nd AGM and Annual Report for FY 2025-26 are also available on the Company's website at https://gyftrltd.com/ . The aforesaid documents will be dispatched electronically to those Members whose e-mail IDs are registered with the Company/Adroit Corporate Services Private Limited, Company's Registrar to an issue and Share Transfer Agent ("RTA") or the Depository Participants ("DPs").

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter will be sent to the Members whose e-mail addresses are not registered with the Company/RTA /DPs, providing a web-link to access the Annual Report on the Company's website.

This is for your information and records.

Thanking You,

For **GYFTR Limited**
(Formerly known as LKP Finance Limited)
TISHA LAMBA
Digitally signed by TISHA LAMBA
Date: 2026.09.07 19:05:45 +05'30'
Tisha Lamba
Company Secretary and Compliance Officer

Encl: as above

GYFTR
Happiness Delivered. Instantly.

CONNECTING LOYALTY TO EVERYDAY COMMERCE

Annual Report
2025-26

Scan this QR Code to access the Investor Relations page

ACROSS THE PAGES

Investor Information

Market Capitalisation (as of March 31, 2026)	**₹1,223.56 Crores**
CIN	**L74900MH1984PLC032831**
BSE Code	**507912**
NSE Symbol	**GYFTR**
AGM Date	**29 September, 2026**
AGM Mode	**Video Conferencing (VC)/Other Audio Visual Means (OAVM)**

Disclaimer

This document contains statements about expected future events and financials of Gyftr Limited (formerly known as LKP Finance Limited) and its group companies ('The Group') which are 'forward-looking'. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

CONNECTING LOYALTY TO EVERYDAY COMMERCE

Loyalty creates more value when it becomes part of how people live and spend every day. That principle sits at the heart of the business. We bring rewards into the moments that matter, whether people are shopping, dining, travelling or making everyday purchases, so that loyalty becomes part of the transaction itself.

Marketplace purchases, corporate incentives and banking reward programmes come together on a single digital platform, allowing points held across different accounts to be converted into purchasing power and used instantly.
In doing so, we move loyalty beyond accumulation and make it more accessible, relevant and useful in everyday commerce.

Gyftr at a Glance

TURNING REWARDS INTO EVERYDAY VALUE

Gyftr is India's largest digital gift voucher platform. It connects 400+ retail brands with the country's biggest banks and corporate enterprises.

In place of paper and plastic gift cards, the group delivers digital gift codes by SMS, email and WhatsApp. Its own fulfilment technology sits behind this, and it is what allows a reward to be redeemed and spent on the same day. The group holds an estimated 60% share of the market.

400+
Brands

750+
Corporate Clients

14
Banking Clients

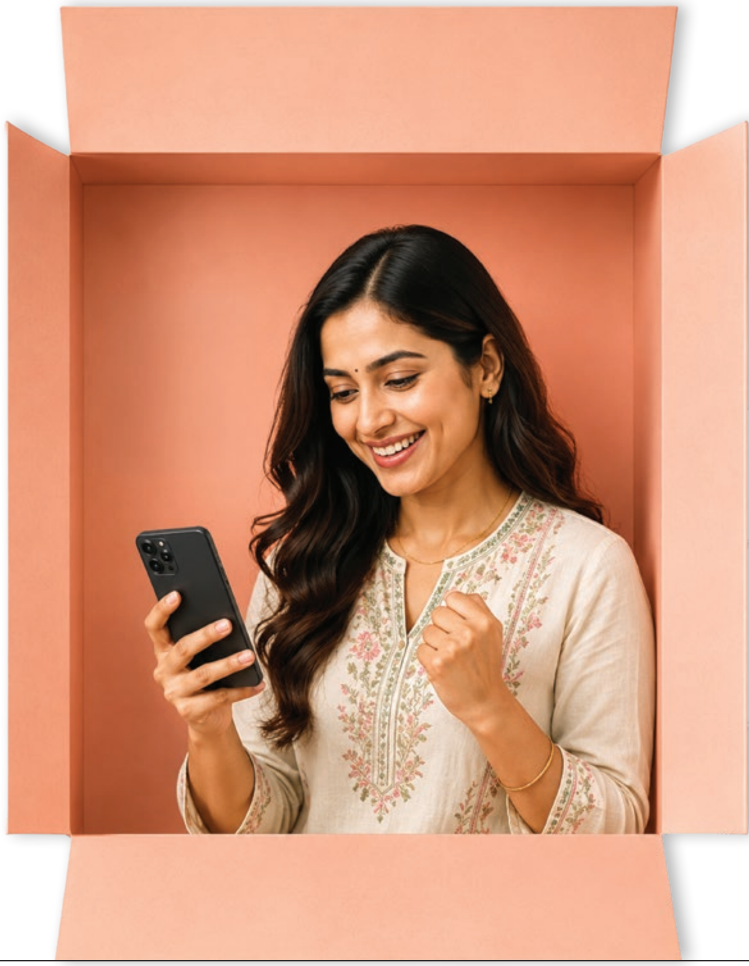
55 Lakh+
Direct Consumers

Premier clients

HDFC Bank Limited	SBI Cards and Payment Services Limited	AU Small Finance Bank Limited	Bharti Airtel Limited
Hindustan Petroleum Corporation Limited	Bharat Petroleum Corporation Limited	Indian Oil Corporation Limited	Accenture Solutions Private Limited
Ultratech Cement	Dharampal Satyapal Limited	Bosch Limited	Dell India

What We Do?

The group's platform brings consumer gift vouchers, corporate rewards, banking loyalty programmes and digital payments onto one system. Each of these has historically run separately, with its own rules and its own redemption route. Holding them together is what lets a reward earned in one place be spent in another.



₹1,845

Average Basket size per B2C Transaction in 2025-26

Entered into International Market

Expanded Enterprise Adoption (LLC Model)

Business Verticals

VERTICAL 1: B2C GIFT VOUCHER PLATFORM (GYFTR)

The group's consumer-facing business is India's largest open marketplace for digital gift vouchers. It connects shoppers directly with leading brands, giving them a discount at the point of purchase and the voucher within seconds.

Connecting the Dots

Gyftr buys digital gift vouchers from leading brands in large volumes, which secures preferential pricing. Most of that saving is passed to the consumer and a small margin is retained. Because the platform is entirely digital, there is no inventory to hold, warehouse to run or physical product to ship. As a result, serving a larger volume adds very little to the cost.

1.2 Revenue Generation Mechanics (How the Company Earns)

Gyftr charges users no membership or platform fee. Revenue is generated instead through four channels.

A The Discount Spread (The Principal Margin)

Gyftr brings brands to millions of customers, and offers vouchers to them at wholesale discounts. That same voucher sells to the consumer for ₹90, a ₹10 discount. The Group keeps the ₹5 difference as profit on the transaction.

B Listing and Placement Fees

With 400+ brands on the platform, competition for a shopper's attention is high. Brands pay us listing and placement fees to be featured on the homepage banners, top categories, or seasonal campaign spots.

C Joint Advertising (Co-Funded Campaigns)

Gyftr partners with brands to run targeted marketing campaigns. Brands co-fund or sponsor direct push notifications, WhatsApp alerts, and custom recommendations powered by the Group's AI assistant, 'Ema', to drive shoppers to their vouchers.

D Unused Vouchers (Breakage)

Instant delivery and expiry reminders mean almost every voucher is used. A small percentage is forgotten or allowed to expire, and that unredeemed value contributes to the Group's margins.

1.1 The Value Proposition (Why Customers Use Us)

One-Stop Shop

Direct access to 400+ popular brands across eight everyday categories, including food and dining, fashion, electronics, health and wellness, groceries, e-commerce, entertainment, and travel.

Instant, Real Savings

Shoppers receive flat discounts of up to 40%, with no convenience fee added at checkout.

Zero Waiting Time

Vouchers are delivered instantly to the shopper's phone via SMS, email, or WhatsApp.

Smart Tech and Loyalty

Gyftr Coins

A reward points system that gives users points back on every purchase, which brings them back to the platform.

'Ema' (AI Assistant)

An automated chatbot that instantly answers questions, helps select the right gift vouchers, and simplifies checkout.

1.3 Why this is a High-Growth Business Model

Low Customer Acquisition Cost

Our Gyftr Coins loyalty system keeps shoppers coming back organically, so the Group spends negligible on marketing to win repeat purchases.

Larger Shopping Carts

Because shoppers can buy vouchers for their groceries, clothes, and dinners all in one go, they spend more money per transaction (high basket size).

VERTICAL 2: B2B CORPORATE GIFTING AND REWARDS

The group's corporate division provides the digital infrastructure behind the reward systems of India's leading companies. It removes the cost and delay of physical gifting, replacing hampers and coupons with digital rewards that arrive at once.

Connecting the Dots

Instead of buying, storing, and shipping hundreds of physical gift boxes such as dry fruits, electronics or paper coupons, to employees and clients, a company uses Gyftr's digital portal. The corporate client initiates the process with a click, and customised digital vouchers are delivered directly to recipients' phones.

2.2 Revenue Generation Mechanics (How the Group Earns)

The enterprise business does not rely on traditional software fees. Revenue comes instead from wholesale spreads and platform services.

A Premium Discount Spread (Bulk Volume)

Because Gyftr aggregates the purchasing power of over 200 blue-chip companies, brand partners extend preferential wholesale discounts. For instance, a ₹1,000 voucher may be acquired by Gyftr for ₹820 and sold to the client for ₹950, with the ₹130 differential retained as gross profit.

B Tech Infrastructure and Platform Fees

Operating a custom R&R or distributor reward portal requires software. The Group charges corporate clients recurring setup, customisation, API integration or ongoing platform management fees to host and maintain their dedicated white-label reward systems.

Blue-Chip Trust

Trusted by industry leaders across banking, consumer goods, retail, IT and pharmaceuticals. The network includes HDFC Bank, SBI, Amazon, Paytm Dell, Hindustan Petroleum Corp Limited, Indian Oil Corporation Limited and Bosch Limited, among others.

C Unclaimed Reward Points (Slippage)

In corporate reward programmes, a certain percentage of distributed reward points or gift vouchers are left unclaimed by the user. Depending on the custom contract signed with the corporate client, these unredeemed points either expire back to Gyftr as 100% margin recovery or are subject to structured management fees.

2.1 The Value Proposition (Why Corporations Choose Gyftr)

End-to-End Infrastructure

The Group manages the entire gifting experience, from customised reward emails and secure delivery to instant redemption, for 750+ major corporate clients.

Operational Savings

Companies eliminate all physical logistics, shipping fees, warehouse storage costs, and parcel tracking.

Versatile Corporate Use Cases

Employee Rewards and Recognition (R&R)

Automated systems to celebrate birthdays, milestones, or work performance.

Sales and Distributor Incentives

Instant target rewards sent to sales teams, channel partners and retail distributors.

Client Acquisition and Gifting

Digital vouchers used to welcome new clients or run seasonal festive campaigns.

2.3 Why this is a High-Growth Business Model

Exceptional Customer Retention

Once a major enterprise integrates its POS, HR or sales target software directly with the voucher APIs, it rarely switches providers, which makes revenue highly predictable, from year to year.

Large Transaction Scale

Instead of acquiring single retail users, one B2B corporate win brings thousands of end-users (employees and partners) in a single transaction.

The Organic B2B2C Acquisition Loop

Every employee/user who receives a corporate Gyftr voucher on their phone is introduced to the platform, and often becomes a retail shopper on the B2C marketplace without the Company paying consumer marketing costs.

VERTICAL 3: BANKING AND FINANCIAL LOYALTY (REWARDS-AS-A-SERVICE)

The Group's banking loyalty division runs the reward redemption portals behind India's leading financial institutions and payment platforms. Its plug-and-play technology converts bank reward points into digital brand vouchers that can be spent at once.

Connecting the Dots

Every loyalty point represents untapped purchasing power. Gyftr builds the secure digital bridge that lets a customer swap those points for gift vouchers from the brands they already use. The bank pays the Company to run that exchange, and the Company earns its margin by acquiring the vouchers at bulk discounts.

3.2 Revenue Generation Mechanics (How the Company Earns)

Gyftr charges bank customers for redeeming their points. Revenue comes from the banks as well, through point-clearing margins and technology fees, and recurs predictably.

A

Point Liquidation Spread (The Settlement Margin)

When a customer swaps their reward points for a voucher, the bank pays Gyftr the cash equivalent of those points as gross transaction profit.

B

Platform Management and SaaS Fees

Operating secure portals inside a bank's digital environment requires ongoing maintenance, hosting, and security updates. Gyftr charges financial institutions recurring platform management fees and software-as-a-service (SaaS) fees to run their reward systems.

C

API Integration and Development Fees

Connecting the catalogue directly to a bank's core ledgers and mobile banking apps involves highly specialised software engineering. We charge one-time setup, customisation, and API integration fees for every new bank or fintech partner onboarded.

3.1 The Value Proposition (Why Financial Institutions Choose Gyftr)

Instant Digital Utility

Traditional catalogue-based redemption took weeks because a physical item had to be shipped. The Company replaces it with a digital voucher delivered to the customer's phone.

Turnkey Merchant Network

Instead of spending years negotiating and integrating with hundreds of retailers, they connect to Gyftr's pre-built network of 400+ retail brands through a single technology integration.

Deep Institutional Trust

Gyftr manages and secures the underlying loyalty portals behind India's largest banking reward programmes, including HDFC SmartBuy, SBI Card, Axis EDGE, IndusInd Moments, RBL Bank, PNB Bank and AU Rewardz.

Active Partnership Pipeline

This institutional footprint is growing, and new banking partnerships are in the pipeline for integration and launch.

3.3 Why this is a High-Growth Business Model

Exceptional Business Continuity (Stickiness)

Financial institutions run on complex and heavily audited security systems. Once Gyftr's code is integrated into a bank's core system, the bank rarely switches partners, which makes the revenue long-term and secure.

No Marketing Cost (Organic Scale)

Gyftr benefits from a low-cost bank customer acquisition model. The banks spend their own marketing capital to promote their credit cards and reward points, which drives users to the redemption portals at no cost to the Group.

A High-Barrier Moat

Passing the strict data security, regulatory compliance, and risk audits of premier institutions is difficult. This creates a substantial competitive advantage, protecting the Group's market share from smaller players.

Environmental, Social and Governance

MAKING EVERY REWARD MORE RESPONSIBLE

We recognise that sustainable growth extends beyond financial performance. Our approach to Environment, Social and Governance (ESG) reflects our commitment to conducting business responsibly, creating value for our stakeholders and contributing positively to the communities in which we operate. We remain focused on reducing our environmental footprint, fostering an inclusive and responsible workplace, supporting our wider stakeholder ecosystem and upholding high standards of ethics, transparency and accountability.

Environmental

Paperless Corporate Gifting

Gyftr's B2B platform has digitised what was traditionally a resource-heavy process, covering bulk printing of vouchers, physical hampers and branded packaging. All 750+ corporate clients now operate on fully digital gifting workflows.

Renewability and Sustainability

The Company has directed its Corporate Social Responsibility (CSR) initiatives towards education and healthcare, partnering with non-profit organisations to deliver foundational learning support, student welfare programmes, primary healthcare access, and medical assistance to underserved communities.

Energy Conservation and Resource Efficiency

As a digital-first technology platform, the Company operates an asset-light, non-energy-intensive business model. To minimise operational footprints across its corporate offices, the Company implements structured energy-saving measures.

Social

Democratising Gifting. Enabling Livelihoods. Empowering Communities.

The Company's initiatives align with the United Nations Sustainable Development Goals. It supports targeted social programmes spanning education, healthcare access, and student welfare through structured CSR partnerships with established implementing foundations and trusts.

CSR Partners and Community Programmes

Maharaja Agrasen Sewa Sansthan, Education, Health and Medical Care

The Company partnered with Maharaja Agrasen Sewa Sansthan (CSR Reg. No. CSR00010427) to support initiatives in healthcare, preventive medical care, and community education assistance across Delhi. This programme delivers primary medical relief, health awareness camps, and essential educational support to underserved community segments.

H.C. Gupta Educational Foundation, Education, Health and Medical Care

In collaboration with the H.C. Gupta Educational Foundation (CSR Reg. No. CSR00103318), the Company supported comprehensive educational and healthcare welfare programmes in Delhi. The initiative focuses on delivering foundational learning resources, student welfare assistance, and preventive healthcare services to underprivileged children and families.

Financial Inclusion through Digital Gifting

The Gyftr Pay wallet enables voucher access and redemption by mobile for users without traditional bank accounts, extending the benefits of digital rewards to a broader, underserved consumer base.

Governance

Transparent. Compliant. Listed. Accountable.

2025-26 was a landmark year for Gyftr's governance. The Company underwent a complete leadership and structural transformation, exiting its legacy Non-Banking Financial Company (NBFC) regulatory framework, reconstituting its Board of Directors and completing a shareholder-endorsed rebrand, all while maintaining full compliance with SEBI's Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015.

Key Governance Milestones

Change in Objects of the company

In November 2025, the additional objects were incorporated in the Memorandum of Association of the Company to facilitate and support the Company's gift voucher and rewards business model.

Name Change, Shareholder Mandate

The Board of Directors approved the change of the Company's name to Gyftr Limited at its meeting on October 25, 2025, subject to shareholder and regulatory approvals. The ROC formally approved the name change from LKP Finance Limited to Gyftr Limited, effective from April 06, 2026.

NBFC License Exit

The RBI approved the cancellation of LKP Finance's NBFC registration with effect from March 20, 2026, with no material impact on operations. The Company is now able to focus fully on rewards and loyalty programmes. This clean regulatory exit removes legacy complexity and aligns the listed entity's compliance framework entirely with fintech and payments norms.

BSE Listing and SEBI Compliance

Gyftr Limited (formerly LKP Finance Limited) is listed on BSE under scrip code 507912. The Company remains fully compliant with SEBI (LODR) Regulations, 2015 across all disclosure, reporting, and investor grievance requirements.

NSE Listing

The equity shares were subsequently listed on National Stock Exchange of India Limited ('NSE') and trading of shares on NSE commenced from July 10, 2026.

Statutory Auditors

M/s. PARV & Co., Chartered Accountants, serve as the Statutory Auditors of the Company. The audit of standalone and consolidated financial statements is conducted annually in compliance with all applicable standards.

Future Roadmap

The Company aims to expand its participating brand network to 450+ brands and enter the voucher issuance business through its group PPI company. The Company will continue to focus on the banking and BFSI segments, targeting further LLC conversions in 2026-27, with Brand Shops to be integrated into the LLC offering. The Company also plans to establish an ONDC seller ecosystem and develop merchandise as a dedicated business vertical, while expanding into physical gifting. Further, the Company intends to strengthen its social commerce offering and introduce R&R plug-ins for enterprise HRMS/LMS platforms, to drive user acquisition, engagement and contribution, thereby supporting the continued diversification and growth of its business.

Board of Directors and KMPs

LEADERSHIP THAT SHAPES OUR FUTURE

Umesh Aggarwal

Whole-Time Director

He serves as a Whole-Time Director on the Board of Gyftr Limited. With a strong blend of legal expertise and business acumen, he brings a strategic perspective to the organisation, enabling effective navigation of complex regulatory and corporate matters. His sound understanding of legal principles and business management, coupled with his ability to align legal considerations with organisational objectives, enables him to contribute meaningfully to the Company's strategic initiatives and overall growth.

Arvind Prabhakar

Non-Executive Director

He is a Non-Executive Director on the Board of Gyftr Limited and brings over two decades of experience across media, strategy, digital commerce and new-age loyalty programmes. He began his professional career in the media sector and subsequently held leadership roles in new business strategy and emerging market growth. His extensive entrepreneurial and industry experience enables him to provide valuable strategic insights and contribute to the Company's growth and development.

Puja Punj

Non-Executive Director

She is a Non-Executive Director on the Board of Gyftr Limited. With over two decades of experience in marketing, loyalty and digital commerce, she has played a key role in driving the Company's growth, strategic initiatives and industry partnerships. She has previously held roles with Jasubhai Digital Media and Accor Services, where she managed loyalty programme planning and execution.

Hemant Bhageria

Independent Director

He is an Independent Director on the Board of Gyftr Limited and a member of the Institute of Chartered Accountants of India (ICAI), with DISA certification and certification in Concurrent Audit. He holds a Bachelor of Laws (LL.B.) and a PGDIM. With more than 18 years of post-qualification experience, he has extensive expertise in audit, particularly bank audits including statutory, concurrent, credit and stock audits, along with strong experience in GST and Income Tax matters.

Manoj Kumar Bhatt

Independent Director

He is an Independent Director on the Board of Gyftr Limited and a member of the Institute of Chartered Accountants of India (ICAI) and the Institute of Company Secretaries of India (ICSI). With over two decades of experience across finance, taxation, business and corporate laws, he brings extensive expertise in business and financial advisory.

Meenu Sharma

Independent Director

She is a qualified Company Secretary and an Independent Director on the Board of Gyftr Limited. With 7 years of experience in corporate governance, legal compliance, and business management, she also has expertise in regulatory matters, managing legal documentation, and ensuring robust corporate governance practices. She brings a strong focus on regulatory compliance, risk mitigation and organisational effectiveness.

Mustak Ali

Chief Financial Officer

He is a finance and accounting professional with over 12 years of experience in finance and accounts, business planning, audit, taxation, regulatory compliance, loan management and MIS, including significant exposure to the NBFC sector. He holds an Master's in Commerce degree and is CA-Inter, with expertise in financial management, financial planning and analysis, audit, taxation and statutory compliances.

Tisha Lamba

Company Secretary and Compliance Officer

She is an Associate Member of the Institute of Company Secretaries of India (ICSI) and holds a Bachelor of Commerce (Honours) degree from the University of Delhi. She brings diverse experience in corporate laws, SEBI regulations, secretarial compliances and corporate governance. She has expertise in managing statutory and regulatory requirements, supporting Board and Committee processes, and ensuring robust compliance with applicable corporate and securities laws.

CORPORATE INFORMATION

Board of Directors

Mr. Umesh Aggarwal
Whole-Time Director

Mr. Arvind Prabhakar**
Non-Executive Director

Ms. Puja Punj**
Non-Executive Director

Mr. Hemant Bhageria
Independent Director

Mr. Manoj Kumar Bhatt
Independent Director

Ms. Meenu Sharma
Independent Director

Chief Financial Officer

Mr. Mustak Ali

Company Secretary and Compliance Officer

Ms. Tisha Lamba
(w.e.f. June 16, 2026)

Statutory Auditors

PARV & Co.
Chartered Accountants

Secretarial Auditor

Abhay K & Associates
Company Secretaries

Internal Auditors

Neeraj Bansal & Co
Chartered Accountants

**w.e.f. August 14, 2026

Registrar and Share Transfer Agent

Adroit Corporate Services Private Limited
18-20 Jaferbhoy Industrial Estate,
Makavana Road, Marol Naka, Andheri (East)
Mumbai - 400 059, Maharashtra

Registered Office

203, Embassy Centre, Nariman Point,
Mumbai - 400 021, Maharashtra

Corporate Office

201, 2nd Floor, Best Sky Tower,
Netaji Subhash Place, Delhi - 110 034

Email: cs@gyftrltd.com

Corporate Identification Number:
L74900MH1984PLC032831

Website: gyftrltd.com

Stock Exchange

BSE Limited and National Stock
Exchange of India Limited

Notice

NOTICE is hereby given that the **Forty-Second (42nd) Annual** General Meeting ("Meeting") of the member(s) of **Gyftr 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 Gyftr Limited
(Formerly known as LKP Finance Limited)

Tisha Lamba
Company Secretary & Compliance Officer
Membership No: A80180

Place: Delhi
Date: September 3, 2026

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

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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@gyftrltd.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 gyftrltd.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

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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:

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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 cdsl 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 cdsl 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.

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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.

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(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

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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

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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 gyftrltd.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 gyftrltd.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 Gyftr Limited
(Formerly known as LKP Finance Limited)

Tisha Lamba
Company Secretary & Compliance Officer
Membership No: A80180

Place: Delhi
Date: September 03, 2026

Registered Office:
Gyftr 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.)

<table>
<tr><th>S. no.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>(A2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>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:</td><td>M/s. Vouchagram India Private Limited is a group company of Gyftr Limited</td></tr>
<tr><td>2</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company indirectly (through its associate) holds 25.63% shares in VIPL as on March 31, 2026.</td></tr>
<tr><td>3</td><td>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)</td><td>NA</td></tr>
<tr><td>4</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>NA</td></tr>
<tr><td>(A3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>₹ 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></td></tr>
<tr><td>2</td><td>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)</td><td>₹ 168 Crores</td></tr>
<tr><td>3</td><td>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.</td><td>NA</td></tr>
<tr><td>(A4)</td><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>Not exceeding ₹ 2500 Crores (Rupees Twenty-Five Hundred Crores)</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>630.74%</td></tr>
</table>

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	Gyftr 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:

<table>
<tr><th>S. no.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>(A1)</td><td colspan="2">Basic Details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>M/s. Mufin Green Finance Limited</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>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</td></tr>
<tr><td>(A2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>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:</td><td>M/s. Mufin Green Finance Limited is a group company of Gyftr Limited.</td></tr>
<tr><td>2</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>NA</td></tr>
<tr><td>3</td><td>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)</td><td>NA</td></tr>
<tr><td>4</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</td><td>NA</td></tr>
<tr><td>(A3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>₹ 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></td></tr>
<tr><td>2</td><td>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)</td><td>₹ 0.27 Crores</td></tr>
<tr><td>3</td><td>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.</td><td>NA</td></tr>
<tr><td>(A4)</td><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>Not exceeding ₹ 50 Crores (Rupees Fifty Crores)</td></tr>
</table>

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	**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 Prabhakr 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 Gyftr Limited. (No. & %)	42,040 (0.05%)	4,055 (0%)
List of Directorships held in other listed Companies	Nil	Nil
Members/Chairperson of Committees in Gyftr 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

Board's Report

Dear Members,

The Board of Directors are pleased to present the Forty-Second Annual Report together with Audited Financial Statements of the Company for the Financial Year ended March 31, 2026.

FINANCIAL HIGHLIGHTS

The Company's financial performance (standalone and consolidated) for the financial year ended March 31, 2026 is summarised below:

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from Operations	39,635.75	-	39,635.75	-
Other Income	6,114.99	1,179.69	6,114.99	1,441.44
Total Revenue	**44,141.02**	**742.05**	**44,141.02**	**1,442.85**
Total Expenses	**41,573.89**	**1,209.82**	**41,573.89**	**1,416.86**
Profit before Tax	**2,567.13**	**(467.78)**	**2,909.46**	**243.06**
Less: Tax expense	728.14	(73.68)	728.14	(61.18)
Profit after Tax	**1,838.98**	**1032.34**	**2,181.31**	**181.88**
Other Comprehensive income for the year	79.37	(1276.62)	79.30	(1,203.56)
Total Comprehensive Income / (loss) for the year	**1,918.35**	**(244.28)**	**2,260.61**	**(1021.68)**
Earnings per equity share (EPS) (Face Value of ₹ 10/- each) - Basic and Diluted (in ₹)	**2.66**	**1.39**	**3.16**	**0.25**

RESERVE

The Company during the year under review has transferred ₹ 312.78 Lakhs to Special Reserve as per applicable regulation for NBFCs, prescribed by the Reserve Bank of India Act, 1934. Further, the Company has decided not to transfer any amount to the General Reserve for the year under review.

DIVIDEND

After careful assessment of the available profit during the financial year ended March 31, 2026, your Director's have not recommended any dividend for the financial year ended March 31, 2026.

REVIEW OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the financial year under review, the Company witnessed significant growth and achieved notable progress in its business operations. The Company successfully transitioned from its erstwhile Non-Banking Financial Company (NBFC) business to a gift voucher and rewards business model, marking a key strategic milestone. This transformation has laid a strong foundation for future growth and enabled the Company to strengthen its market presence while creating long-term value for its stakeholders.

Standalone Performance Highlights:

The Company recorded standalone revenue from operations of ₹ 39,635.75 Lakhs. The profit after tax (PAT) grew by 78% to ₹ 1,838.98 Lakhs compared to ₹ 1,032.34 Lakhs in the previous year, underscoring enhanced profitability and resilience of the business. The net worth grew by 39% to ₹ 48,180.92 Lakhs.

Consolidated Performance Highlights:

The Company recorded consolidated revenue from operations of ₹ 39,635.75 Lakhs. The profit after tax (PAT) grew by 100% to ₹ 2,181.31 Lakhs compared to ₹ 181.88 Lakhs in the previous year. The net worth grew by 40% to ₹ 48,523.19 Lakhs.

SHARE CAPITAL

A. Authorised Share Capital

During the financial year under review, the authorised share capital of the Company has increased from ₹ 30,00,00,000 (Rupees Thirty Crores) divided into 2,00,00,000 Equity Share equity shares of ₹ 10/- each and 10,00,000 Preference shares of ₹ 100/- each to ₹ 1,10,00,00,000 (Rupees One Hundred and Ten Crores) divided into 10,00,00,000 equity shares of ₹ 10/- each and 10,00,000 Preference shares of ₹ 100/- each.

B. Issued, subscribed and paid up share capital

During the year under review, the following changes have taken place in the share capital of the Company:

i. Right Issue of 27,93,027 Fully paid-up Equity Shares of face value ₹ 10/- (Rupee Ten Only) at a price of ₹450/- per Equity Share (including a premium of ₹440/- per Equity Share) to the eligible Equity shareholders of the Company.

ii. Bonus Issue of 6,14,46,600 Fully paid up equity shares in the ratio of 4:1 i.e. 4 (Four) bonus equity shares of face value of ₹ 10/- (Rupee Ten Only) for every 1 (One) equity share fully paid-up of ₹ 10/- (Rupee Ten Only) by capitalising such sums out of securities premium account.

Consequently, pursuant to allotment of rights shares and Bonus shares, the issued, subscribed and paid-up equity share capital of the Company has increased from ₹ 12,56,86,230 (Rupees Twelve Crore Fifty-Six Lakhs Eighty-Six Thousand Two Hundred and Thirty only), comprising of 1,25,68,623 fully paid equity shares of face value of ₹ 10/- each to ₹76,80,82,500 (Rupees Seventy-Six Crore Eighty Lakhs Eighty-Two Thousand and Five Hundred Only), Comprising 7,68,08,250 fully paid up equity shares of face value of ₹ 10/-each.

C. Listing on stock exchanges

As on March 31, 2026, the Equity Shares of the Company are listed on BSE Limited ("BSE"). Further, trading in the Equity Shares was not suspended on BSE during the financial year under review.

The equity shares were subsequently listed on National Stock Exchange of India Limited ("NSE") and trading of shares on NSE commenced from July 10, 2026.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established and maintained adequate internal financial controls and an internal control system commensurate with the size, scale and complexity of its operations. These controls form an integral part of the Company's risk management and governance framework and are designed to ensure the orderly and efficient conduct of business, adherence to Company policies and procedures, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial information.

The Company has implemented adequate internal financial controls over financial reporting to ensure that transactions are properly authorised, recorded and reported in a timely manner, thereby facilitating the preparation of reliable financial statements in compliance with applicable accounting standards and regulatory requirements.

The Internal Auditors' scope, authority and responsibilities are defined in their engagement letter. To maintain objectivity and independence, the Internal Auditors report to the Chairman of the Audit Committee of the Board and the Executive Chairman.

Based on the evaluation carried out during the financial year under review, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively.

CHANGE IN NATURE OF BUSINESS

During the financial year under review, there was a change in the nature of business of the Company. The Company has surrendered its NBFC License and is presently engaged in the business of providing digital and physical gifting, reward management, and e-commerce solutions, including but not limited to developing, operating, and managing online and offline platforms, applications, and systems for the creation, purchase, sale, distribution, and redemption of gift cards, vouchers, rewards, and related products and services; designing and implementing loyalty, incentive, and recognition programs for individuals and organisations, and providing fulfilment services in connection therewith.

RISK MANAGEMENT

Your Company recognises that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner.

The Board of the Company consistently undertakes thorough analysis to identify, manage and mitigate various types of risks such as financial risk, operational risk, legal risk to the Company. There is no risk, which in the opinion of the Board may threaten the existence of the Company.

Pursuant to section 134 (3) (n) of the Companies Act, 2013, it is stated that at present the Company has not identified any element of risk which may threaten the operations and existence of the Company.

INDIAN ACCOUNTING STANDARD (IND AS)

The Company has adopted Indian Accounting Standards ("IND AS") from April 01, 2019 with a transition date of April 01, 2018. Accordingly, the financial statement for the year 2025-26 have been prepared in accordance with IND AS, prescribed under Section 133 of the Act, read with the relevant rules issued thereunder and the other recognised accounting practices and policies to the extent applicable.

SUBSIDIARY, JOINT VENTURE, HOLDING COMPANY AND ASSOCIATE COMPANIES

As on March 31, 2026, the Company has only one associate company and does not have any holding company, subsidiary company or joint ventures. Mufinpay Payment Solutions Private Limited became an associate company of

Board's Report (Contd.)

the Company with effect from 12-12-2025. Further, Hindon Mercantile Limited ceased to be the holding company of the Company with effect from October 11, 2025.

The Statement containing salient features of the financial statement of the associate company are annexed to this board report as 'Annexure I'.

CONSOLIDATED FINANCIAL STATEMENT

During the year under review, the Board has reviewed the affairs of its Associate. The Consolidated Financial Statements of the Company prepared in accordance with the Act and applicable IND AS along with the relevant documents and Auditors' Report thereon form part of this Annual Report.

In accordance with the provisions of Section 136(1) of the Act, the Annual Report of the Company containing therein the audited standalone and consolidated financial statements and the audited financial statement of the subsidiary has been placed on the website of the Company at gyftrltd.com. The aforesaid documents are also available to Member interested in obtaining the same upon a request made to the Company.

DIRECTORS & KEY MANAGERIAL PERSONNEL

i. Appointment / re-appointment or resignation of director(s)

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Arvind Prabhakar (DIN: 05232758), Non-Executive Non–Independent Director of the Company will retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee in its meeting held on September 3, 2026, have recommended his re-appointment. His profile is given in the Notice of the ensuing AGM, forming part of this Annual Report.

ii. Appointment or resignation of KMP

During the financial year, Mrs. Ruby Chauhan resigned from the position of Company Secretary & Compliance Officer of the Company w.e.f. November 13, 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Rishi Arya as Company Secretary & Compliance Officer of the Company w.e.f. November 14, 2025.

Subsequently, Mr. Rishi Arya resigned from the position of Company Secretary & Compliance Officer of the Company with effect from June 15, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Tisha Lamba as the Company Secretary & Compliance Officer of the Company with effect from June 16, 2026.

DECLARATION BY INDEPENDENT DIRECTORS

All the independent directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under section 149(6) of the Companies Act, 2013 read with regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. They also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the SEBI Listing Regulations.

In the opinion of the Board, the independent directors fulfil the conditions specified in the Companies Act, 2013 read with rules made thereunder and have complied with the code for independent directors prescribed in schedule IV to the Companies Act, 2013.

In the opinion of the Board, all Independent Directors possess requisite expertise, integrity, experience and proficiency.

PERFORMANCE EVALUATION OF BOARD

Pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has implemented a formal, structured, and transparent process for the annual evaluation of the performance of the Board as a whole, its various committees, and individual directors, including independent directors.

The Nomination and Remuneration Committee ("NRC"), in consultation with the Board, defined the evaluation framework and criteria, which focus on both qualitative and quantitative aspects of governance.

In compliance with Section 149(8) of the Act read with Schedule IV and Regulation 17 of the SEBI Listing Regulations, the performance evaluation of independent directors was carried out. This evaluation was based on parameters laid out by the NRC.

The Board of Directors expressed their satisfaction with the evaluation process.

Board's Report (Contd.)

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has devised the Nomination and Remuneration Policy in accordance with Section 178 of the Act and Regulation 19 of the SEBI (LODR) Regulations, 2015. It establishes a structured framework for the nomination, evaluation, and remuneration of the Company's directors and senior management personnel of the Company. The Company's policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management.

As on March 31, 2026, the Board has Six members comprising of one Whole Time Director, two Non-Executive Non-Independent Directors and three Independent Directors. During the financial year under review, there were no changes made to the NRC Policy. The NRC Policy can be accessed at Company's website https://gyftrltd.com/files/policies/LKP%20Nomination-and-remuneration-Policy-on-Directors-Selection.pdf

WOMEN DIRECTOR

In compliance with the provisions of section 149 of the Companies Act, 2013, and Regulation 17(1)(a) of the SEBI (LODR) Regulations, 2015, the Company has adequate representation of women on its Board. As on the date of this Report, Ms. Puja Punj (DIN:07720891) serves as the Non-Executive Woman Director and Ms. Meenu Sharma (DIN: 10825075) serves as the Independent Woman Director on the Board. Further, Ms. Gunjan Jain (DIN: 10496273) resigned from the position of Non-Executive Women Director w.e.f. August 14, 2026.

The Company recognises the value of diversity and inclusion at the Board level and believes that the presence of women directors enhances the quality of deliberations, promotes balanced decision-making, and strengthens corporate governance.

MEETINGS OF THE BOARD AND ITS COMMITTEES

During the financial year, thirteen Board Meetings, eight Audit Committee Meetings, two Stakeholder Committee Meetings, two Nomination and Remuneration Committee Meetings and one Corporate Social Responsibility Committee Meeting were convened and held. The Board meetings were held on April 03, 2025, May 22, 2025; June 27, 2025, July 03, 2025, August 13, 2025, August 27, 2025, September 05, 2025, October 25, 2025, November 13, 2025, January 19, 2026, February 12, 2026, March 09, 2026 and March 26, 2026. The intervening gap between the Meetings was within the period prescribed under the Secretarial Standards -1 and Companies Act, 2013.

The particulars of the meetings held and attendance of each Director in the meetings are given in the Corporate Governance Report.

COMMITTEES OF THE BOARD

As on the financial year ended March 31, 2026, the Board has four committees constituted in compliance with the applicable provisions of the Act and SEBI Listing Regulations, as given below:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee; and
- Corporate Social Responsibility Committee.

While the Company has constituted several internal committees to facilitate effective management and operations. However, only such committees comprising of members of the Board are included in this Annual Report for disclosure purposes.

A detailed note on the composition of the committees, number and dates of the meetings and other mandatory details is provided in the Corporate Governance Report forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors acknowledge the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the financial year ended on March 31, 2026 and state that:

i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. The Directors have prepared the annual accounts on a going concern basis;

Board's Report (Contd.)

v. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS AND STATUTORY AUDITORS REPORT

The shareholders of the Company at the 41st Annual General Meeting of the Company held on July 28, 2025, approved appointment of M/s. Parv & Co., Chartered Accountants (Firm Registration No. 029582N) for the period of five year i.e. upto the conclusion of 46th Annual General Meeting to be held in the year 2030.

The report of the Statutory Auditor forms part of this Integrated Report. The Statutory Auditors' Report contains a qualified opinion, the details and management's response thereto are provided in this Report. The report does not contain any adverse remark(s) or disclaimer(s). The notes on financial statements referred to in the auditors' report are self-explanatory and do not call for further comments.

RESPONSES TO QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS AND DISCLAIMERS MADE BY THE STATUTORY AUDITORS.

Details of Audit Qualification:

a) The Company could not obtain/ receive balance confirmation / term sheet from two lenders aggregating to Rs 3,596.65 Lakhs, out of which amount aggregating Rs 1,474.24 Lakhs has written back by the Company during the quarter ending September 30, 2025 which was borrowed from M/s Bestride Consultancy Private Limited that had been appearing under borrowings in the financial statements for more than twelve years and therefore external confirmations as required by Standards on Auditing ("SAs")-505, were not available for verification.

b) Further, State Bank of India obtained an order from the Debt Recovery Tribunal (DRT), Bangalore against Kingfisher Airlines Limited, United Breweries (Holdings) Limited, and others for recovery of dues. In connection with this, the Company received a garnishee order from the Recovery Officer, DRT, Bangalore, claiming ₹ 2,500 Lakhs along with interest, as the financial statements of Kingfisher Finvest India Limited (the lender). The garnishee order relates to borrowings of ₹ 2,122.40 Lakhs availed by the Company from Kingfisher Finvest India Limited in earlier Year. The Company has contested the claim and deposited ₹ 1,126.22 Lakhs under protest. Additionally, investments in in mutual funds amounting to ₹ 613.85 Lakhs have been attached by the Recovery Officer. The matter is currently pending before the Debt Recovery Appellate Tribunal (DRAT), Chennai.

Apart from the above qualifications, the audit report does not contain any adverse remark or disclaimer.

Management's response to Audit Qualification:

(i) Management's estimation on impact of audit qualification: Not applicable

(ii) If Management is unable to estimate the impact, reasons for the same:

a) During the year, the Company has written off an outstanding loan liability of M/s Bestride Consultancy Private Limited that had been appearing under borrowings in the financial statements for more than twelve years.

Based on management's detailed assessment, and in the absence of any claim, demand, or correspondence from the concerned lender over an extended period, it was concluded that no present obligation exists as at the reporting date. Accordingly, the liability has been derecognised in accordance with the requirements of Ind AS 109 – "Financial Instruments", which permits derecognition of a financial liability when the obligation is extinguished.

Consequently, the amounts written back have been recognised under "Other Income – Write-back of Loan Liabilities" in the Statement of Profit and Loss for the year ended March 31, 2026.

b) The Company is unable to get the confirmation/ term sheet from two lenders as the parties are not contactable. The Company is confident that there will be no material change in the balances outstanding. Further the matter with DRAT Chennai is pending and the outcome of the matter is uncertain.

SECRETARIAL AUDITORS AND SECRETARIAL AUDITORS' REPORT

Based on the recommendation of the Audit Committee and the Board, the Shareholders of the Company, approved the appointment of M/s. Abhay K & Associates, Company Secretaries (Firm Registration No. S2022DE896500), as the Secretarial Auditors of the Company at the 41st Annual

General Meeting held on July 28, 2025 for a term of five consecutive years, i.e., up to the conclusion of the 46th Annual General Meeting to be held in the year 2030.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the rules framed thereunder, M/s. Abhay K & Associates, Practicing Company Secretaries, conducted the Secretarial Audit of the Company for the financial year 2025-26. The Secretarial Audit Report in Form MR-3 for 2025-26 is annexed to this Report as "**Annexure-II**". There are no qualification(s), reservation(s) or adverse remark(s) or disclaimer in the said report.

COST AUDITORS AND MAINTENANCE OF COST RECORDS

During the financial year under review, the provisions relating to maintaining of cost record and to conduct cost audit are not applicable to the Company as specified by Central Government under Section 148 of the Act is not applicable on the Company.

INTERNAL AUDITOR

M/s Neeraj Bansal & Co., Chartered Accountants (FRN: 033654N), were appointed to conduct internal audit of the functions and activities of the Company for the Financial Year 2025-26. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company to the Audit Committee. The scope of internal audit is approved by the Audit Committee.

REPORTING OF FRAUDS BY AUDITORS

During the financial year under review, M/s. Parv & Co. Chartered Accountants, Statutory Auditors and M/s. Abhay K & Associates, Company Secretaries, Secretarial Auditors of the Company have not reported any instances of fraud committed in the Company by its officers or employees under Section 143(12) of the Companies Act, 2013.

ANNUAL RETURN

The Annual Return of the Company for Financial year 2025-26, as per provisions of Section 92 of the Companies Act, 2013 read with rules thereto, is available on the Company's website and can be accessed at https://gyftrltd.com/investors#annual-returns

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In Compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has established Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to CSR Committee and Annual Report on CSR activities is annexed and marked as 'Annexure III' to this Report.

The Company has a well-defined policy on CSR as per the requirement of Section 135 of the Act. The Company's CSR policy provides guidelines and lays down the process to undertake CSR activities of the Company. The CSR Policy is also available on the website of the Company at https://gyftrltd.com/files/policies/CSR%20Policy.pdf

Your Company has been taking initiatives under Corporate Social Responsibility (CSR) for the society at large. The Company has contributed funds for the promotion of education, healthcare and medical care. The contribution has been made to a registered trust which mainly undertakes activities specified under Schedule VII of the Companies Act, 2013.

The Board of Directors and the CSR Committee review and monitor from time to time all the CSR activities being undertaken by the Company.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

Details of contracts/arrangements/ transactions with related parties which are required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in 'Annexure IV' to this Report.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is available on the Company's website at https://gyftrltd.com/files/policies/Policy%20on%20Related%20Party%20Transactions-%20revised.pdf

Members may refer to Note No. 47 of the Standalone Financial Statement which sets out Related Parties Disclosures pursuant to Ind AS.

PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES AND SECURITIES

Particulars of loans given, investments made, guarantees given and securities provided in accordance with Section 186 of the Companies Act, 2013, are disclosed in the notes to Standalone Financial Statement (Please refer Note no. 7 & 11

Board's Report (Contd.)

of the Standalone Financial Statement).

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the Company. The Code has been placed on the Company's website at https://gyftrltd.com/files/policies/Code%20of%20Conduct%20for%20Board%20and%20Senior%20Management%20Personnel.pdf

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimisation of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

The Company affirms that no individual has been denied access to the Chairperson of the Audit Committee under this Policy. The Policy can be accessed at https://gyftrltd.com/files/policies/WHISTLE%20BLOWER%20POLICY.pdf

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading as amended from time to time with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the SEBI Listing Regulations, management discussion and analysis report is set out as a separate section under this Annual Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Statement of Disclosure of Remuneration relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report as "**Annexure V**".

Details of top ten employees in terms of the remuneration and employees in receipt of remuneration as prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing details prescribed under rule 5(3) of the said rules, which form part of the Boards' Report, will be made available to members on request, as per provisions of section 136(1) of the Act. The Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection by the Members at the Registered Office of the Company during business hours on working days and through electronic means. Any member interested in obtaining such information may address their email to cs@gyfltltd.com.

TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND ('IEPF')

In terms of the provisions of Section 124, 125 and other applicable provisions, if any, of the Act, read with provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and other applicable provisions, all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government, after completion of seven years from the date the dividend is transferred to unpaid/unclaimed account. During the year under review, the Company has transferred an amount of ₹ 4,39,296/- being the unclaimed dividend for 2017-18 to the Investor Education and Protection Fund ("IEPF"). However, an amount of Rs. 6,24,801/- remains outstanding for transfer to the IEPF. Pursuant to the change in management of the Company, the change in authorised signatory in the Company's bank account is under process,

Board's Report (Contd.)

due to which the amount could not be transferred within the prescribed timeline. The Company is taking necessary steps to complete the requisite formalities and transfer the amount to the IEPF at the earliest. In addition, no dividend was given during the 2024-25, hence no amount is required to be remitted to IEPF on account of share held by them.

The Members/Claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in). The Member/ Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year under review, the Company successfully transitioned from its erstwhile Non-Banking Financial Company (NBFC) business to a gift voucher and rewards business model, marking a key strategic milestone.

The Company has surrendered its Certificate of Registration issued by the Reserve Bank of India and has ceased to carry on NBFC activities, and has duly received RBI Approval for cancellation of Certificate of registration of GYFTR Limited (Formerly known as LKP Finance Limited) vide letter dated March 20, 2026. The same has been published in press release dated April 08, 2026.

Further, the objects of the Company have been altered in the following manner:

- Pursuant to the shareholders' resolution passed through postal ballot on November 28, 2025, additional objects were incorporated in the Memorandum of Association of the Company to facilitate and support the Company's gift voucher and rewards business model.
- Pursuant to the shareholders' resolution dated 26th April 2026, the objects relating to NBFC and financing activities were deleted from the Memorandum of Association of the Company.

CHANGE IN NAME OF THE COMPANY

The Company wishes to informs its members that subsequent to the close of the financial year under review, but before the date of this Report, the name of the Company was changed from **LKP Finance Limited to GYFTR Limited**. The change in name was effected pursuant to the requisite approvals of the shareholders, stock exchange and Ministry of Corporate Affairs, and a fresh Certificate of Incorporation consequent upon the change of name was issued by the Registrar of Companies with effect from April 06, 2026.

The aforesaid change is limited to the name of the Company and does not affect its legal status, constitution, business operations, rights, obligations or any existing contractual relationships.

COMPLIANCE WITH SECRETERIAL STANDARD

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (SS-1 and SS-2) respectively relating to meetings of the Board and its committees and General Meetings.

CORPORATE GOVERNANCE

The Company has complied with all applicable corporate governance requirements as prescribed under the Act and SEBI Listing Regulations. Report on corporate governance along with a Certificate of compliance from the Practising Company Secretaries is set out as a separate section under this Annual Report

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year
NIL	Nil	NIL	7,30,536 shares

Declaration that the voting rights on shares in the suspense account shall remain frozen till the rightful owner of such shares claims the shares

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has adopted a zero-tolerance approach towards sexual harassment and is committed to fostering a safe, respectful, inclusive and professional work environment for all. In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder, the Company has adopted a Policy on Prevention of Sexual Harassment ("POSH Policy"). The Company values the dignity of every individual and endeavours to provide a workplace that is free from discrimination, intimidation, harassment and abuse.

While the provisions of the POSH Act are intended to protect women employees, the Company is committed to ensuring a workplace free from sexual harassment for all individuals. Accordingly, the principles and standards set out in the POSH Policy apply uniformly to complaints of sexual harassment involving any person, irrespective of the gender of the parties concerned.

To implement and uphold POSH policy, the Company has constituted an Internal Complaints Committee ("ICC") in accordance under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Details of complaints received and resolved during the financial year under review by the ICC are given below:

During the year under review:

- Number of complaints received: Nil
- Number of complaints disposed off: Nil
- Number of complaints pending: Nil

DISCLOSURE WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961

The Company is in compliance with the applicable provisions relating to maternity benefits as prescribed under the Maternity Benefit Act, 1961/ the Code on Social Security, 2020.

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

The information on the conservation of energy, technology absorption and foreign exchange earnings & outgo as stipulated under Section 134(3)(m) of the Act, read with Companies (Accounts) Rules, 2014 is as follows:

a. **Conservation of Energy:**

   i. The Company took following steps for conservation of energy:

      - Routine maintenance of all electrical appliances is conducted to ensure no wastage of energy.
      - Replacement of electric items with energy efficient appliances (example – LEDs, energy efficient appliances / Equipment etc.).
      - Lighting control – Ensuring the electric appliances (fans, LEDs etc.) are turned off in un-occupied rooms or areas and using daylight as much as possible during the daytime

   ii. the steps taken by the Company for using alternate sources of energy: Since the Company is not an energy intensive unit, utilisation of alternate source of energy may not be feasible.

   iii. Capital investment on energy conservation equipment: Nil

b. **Technology Absorption:** Your Company is not engaged in manufacturing activities, therefore there is no specific information to be furnished in this regard. There was no expenditure incurred on Research and Development for the financial year ended March 31, 2026.

c. **Foreign Exchange Earnings And Outgo:** There were no foreign exchange earnings during the year under review. Details of foreign exchange outgo
   During the year under review is as follows:

Particular	2025-26	2024-25
Consultancy fees	351.16	-

UTILISATION OF PROCEEDS OF RIGHTS ISSUE

Your Company has raised an amount of ₹125.68 Crores via allotment of 27,93,027 Fully paid-up Equity Shares of face value Re.10/- each of our Company at a price of ₹450/- per Equity Share (including a premium of ₹440/- per Equity Share) ("Allotment") to the eligible Equity shareholders of our Company.

Board's Report (Contd.)

The proceeds from the Rights Issue have been fully utilised for the objects of the Rights Issue as mentioned in the Letter of Offer filed with the Securities and Exchange Board of India ("SEBI") and the details of the same are as follows:

Sr. No.	Particulars of Utilisation	Total Amount to be utilised (₹ in Crores)	Amount utilised (₹ in Crores)	Remarks
1	Issue related expenses	0.6862	0.4251	Total issue expenses amounting to 0.4251 Crores have been incurred as against the allocated amount of 0.6862 Crores
2	To augment the capital base of our company and resources for meeting funding requirements for our company's business activities, including onward lending	125.0000	125.2611	Out of the total amount of 0.6862 Crores allocated towards issue-related expenses, 0.4251 Crores has been utilised towards issue-related expenses, and the balance amount of 0.2611 Crores has been utilised towards the object of the issue.
	Gross proceeds	**125.6862**	**125.6862**	

OTHER DISCLOSURES

During the year under review:

- no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status of the Company and or its operations in future;
- no proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution;
- The requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable;
- The Company has not issued any shares with differential voting rights or sweat equity shares.
- The Company has not accepted any public deposits within the meaning of Chapter V of the Companies Act, 2013.
- The Whole-time Directors of the Company did not receive any salary or commission from the Holding Company.
- Hindon Mercantile Limited ceased to be the holding company of the Company with effect from October 11, 2025.
- The Company has not issued any debentures.
- No Employee Stock Options were granted to employees of the Company.

ACKNOWLEDGEMENT

Your Directors would also like to thank all stakeholders including but not limited to Shareholders, Bankers, Institutions and Employees for their co-operation and support. We look forward to their continuous support in the future.

For and on behalf of Board of Directors
Gyftr Limited (Formerly Known as LKP Finance Limited)

	Arvind Prabhakar	**Umesh Aggarwal**
Place: Delhi	Director	Whole Time Director
Date:September 3, 2026	DIN: 05232758	DIN: 03109928

Annexure I

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part "A": Subsidiaries: Not Applicable

Part "B": Associates and Joint Ventures

(Statement pursuant to Section 129 (3) of the Act related to associate companies and joint ventures)

Sr. No.	Particulars	Details
1	Name of the Associate	Mufinpay Payment Solutions Private Limited
2	Latest audited Balance Sheet Date	March 31, 2026
3	Date on which the Associate was associated or acquired	December 12, 2026
4	Shares of Associate held by the Company on the year end	
	a. Number of shares	5,20,500
	b. Amount of Investment in Associate	260.25 Crores
	c. Extent of Holding %	25.63%
5	Description of how there is significant influence	There is significant influence due to percentage (%) of Share Capital.
6	Reason why the associate is not consolidated	NA
7	Networth attributable to Shareholding as per latest audited Balance Sheet	263.05 Crores
8	Profit / (Loss) for the year	
	a. Considered in Consolidation	(1,24,588.13)
	b. Not considered in consolidation	Nil

Note:

1. Names of associates or joint ventures which are yet to commence operations: NA
2. Names of associates or joint ventures which have been liquidated or sold during the year: NA
3. The Company does not have any Subsidiary or Joint venture Company.

For PARV AND CO.
Chartered Accountants
Firm Registration Number: 29852N

Jyoti Rani
Partner
Membership No.:553495

Date: September 3, 2026
Place: Delhi

For and on behalf of the Board
GYFTR Limited (Formerly known as LKP Finance Limited)

Umesh Aggarwal
Whole Time Director
DIN:03109928

Kapil Garg
Director
DIN: 01716987

Tisha Lamba
Company Secretary & Compliance Officer

Mustak Ali
Chief Financial Officer

Annexure II

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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

To,

The Members,

GYFTR Limited

(Formerly known as LKP Finance Limited)

Regd. Office: 203, Embassy Centre, Nariman Point, Mumbai-400021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GYFTR Limited (hereinafter referred as the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as applicable to the Company:

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

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d. The Securities and Exchange Board of India Share Based Employee Benefits) Regulations, 2014; **(not applicable to the Company during the audit period**)

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the Company during the audit period**)

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the Company during the audit period) and**

   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable to the Company during the audit period)**

Annexure II (Contd.)

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

VI. The Laws/Rules/Regulations specifically applicable to the Company:

i. Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

ii. The Reserve Bank of India Act, 1934, Master Directions and other circulars/ directions/guidelines issued by RBI to the extent applicable.

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

a. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

b. The listing agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

During the period under review, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards, as applicable, except for non-compliance observed by BSE Limited under Regulation 17(1) of SEBI (LODR) Regulations, 2015 pertaining to the composition of the Board including failure to appoint women director. Pursuant to this non-compliance BSE Limited impose penalty of Rs. 23,600/-. Further, the Company has filed the representation to as the fine imposed was inadvertent as the company in compliance with the Regulation. Accordingly, the BSE waived the penalty imposed. Additionally, an amount of Rs.6.25 lakhs pertaining to unclaimed dividend, which was due for transfer to the Investor Education and Protection Fund (IEPF) as at March 31, 2026, remains outstanding and has not yet been transferred to the IEPF.

We, further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, guidelines, etc.

We further report that during the audit period the Company has:

i. Issued and allotted 27,93,027 Fully paid-up equity shares by way of Right issue;

ii. Issued and Allotted 6,14,46,600 equity shares as fully paid-up bonus equity shares, in the proportion of 4:1;

iii. Company has altered Object Clause of Memorandum of Association by adding objects related to Gift Voucher & Rewards Business.

iv. Company has surrender its NBFC License to Reserve Bank of India and application of surrender was approved by RBI on 20th March, 2026.

For Abhay K & Associates
Company Secretaries
Peer Review Cert. No.: 2050/2022

Abhay Kumar
Proprietor
M. No.: 13343 I CP. No.: 22630
UDIN: F013343H001359413

Date: September 3, 2026
Place: Delhi

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

Annexure II (Contd.)

'Annexure A' to Secretarial Audit Report

To,
The Members,
GYFTR Limited
(Formerly known as LKP Finance Limited)

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on my audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Abhay K & Associates
Company Secretaries

Sd/-
Abhay Kumar
Proprietor
M. No.: 13343 | CP. No.: 22630
UDIN: F013343H001359413
Peer Review Number: 2050/2022

Date: September 3, 2026
Place: Delhi

Annexure III

CORPORATE SOCIAL RESPONSIBILITY

The Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2025-26

1. Brief outline on CSR Policy of the Company:

GYFTR Limited, as a good corporate citizen, has adopted CSR as strategic tool for sustainable growth and has decided to contribute to the development of the communities as a whole. In doing so the Company aims at building a better, sustainable way of life for the weaker sections of society.

Programs to be undertaken via CSR will be identified by the Company's CSR Committee in a participatory manner after proactively consulting the communities for gauging their basic needs and any of the programs so selected will meet the regulatory requirements. Such programs shall be mapped with the activities as suggested in the Schedule VII of the Companies Act, 2013. The focus areas in which GYFTR plans to work shall include Education, Health care and Environmental Sustainability.

The objectives of the Company for the above activities shall be as follows:-

I. Education: Our endeavour is to spark the desire for learning and enlighten minds. We may undertake to fulfil this objective by way of providing quality education initiatives or by financial assistance to the poor and needy students, undertaking to impart vocational training, adult education programs, girl education, other related infrastructure etc.

II. Health care: Our goal is to render quality health care facilities which we may provide by way of undertaking preventive healthcare programs by way of including but not limited to setting various camps and related infrastructure services, providing of sanitation and making available safe drinking water, etc.

III. Environmental Sustainability: We aim at providing livelihood in an environmentally sustainable manner. For addressing this objective we may undertake afforestation, planting of trees, maintain public garden, playground cleanliness and such other like programs, activities towards maintaining ecological balance, quality of soil, air and water, conservation of natural resources, etc.

Further, the Company on the recommendations of the CSR Committee may also undertake any other activities as mentioned in the Schedule VII of the Companies Act, 2013, apart from those mentioned above in pursuance of achieving its CSR objectives.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Hemant Bhageria	Chairperson & Independent Director	1	1
2	Mr. Manoj Kumar Bhatt	Member & Independent Director	1	1
3	Mr. Umesh Aggarwal	Member & Whole Time Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

The Composition of CSR Committee, CSR Policy and CSR projects approved by the board can be accessed at https://gyftrltd.com/files/policies/CSR%20Policy.pdf.

Annexure III (Contd.)

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not applicable

5.	a)	**Average net profit of the Company as per sub-section (5) of section 135**	₹ 2541.92 Lakhs
	b)	**Two percent of average net profit of the Company as per sub-section (5) of section 135**	₹ 50.84 Lakhs
	c)	**Surplus arising out of the CSR Projects or programmes or activities of the previous financial years**	Nil
	d)	**Amount required to be set-off for the financial year, if any**	Nil
	e)	**Total CSR obligation for the financial year [(b)+(c)-(d)]**	₹ 50.84 Lakhs

6.	a)	**Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)**	Rs 50.84 Lakhs
	b)	**Amount spent in Administrative overheads**	Nil
	c)	**Amount spent on Impact Assessment, if applicable**	Nil
	d)	**Total amount spent for the Financial Year [(a)+(b)+(c)]**	₹ 51.00 Lakhs
	e)	**CSR amount spent or unspent for the Financial Year:**	

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 51.00 Lakhs	N.A.		N.A.		

➢ **Details of CSR amount spent for the financial year:**

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project (State & District)	Amount spent for the project (in Lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency(Name & CSR Reg. No.)	
1.	Education, Health and Medical Care	Education, Health and Medical Care	No	Delhi	25,00,000/-	No	H.C. GUPTA EDUCATIONAL FOUNDATION	CSR00103318
2.	Education, Health and Medical Care	Education, Health and Medical Care	No	Delhi	26,00,000/-	No	MAHARAJA AGRASEN SEWA SANSTHAN	CSR00010427
Total					**51,00,000/-**			

f) Excess amount for set-off, if any: Not Applicable

Note: Against the mandatory CSR obligation of ₹ 50,83,853/-, the Company has spent 51,00,000/- during the year (2025-26), resulting in an excess expenditure of ₹ 16,147/- . As a matter of best practice, the Company has not carried forward or set-off such excess CSR expenditure.

Annexure III (Contd.)

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	FY-1	Not applicable						
2	FY-2	Not applicable						
3	FY-3	Not applicable						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not applicable

For and on behalf of the Board
GYFTR Limited (Formerly known as LKP Finance Limited)

Place: Delhi
Date : September 3, 2026

Umesh Aggarwal
Whole Time Director
DIN: 03109928

Hemant Bhageria
Chairperson CSR Committee
DIN: 06476292

Annexure IV

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2026, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Number of material contracts or arrangement or transactions at arm's length basis: 5 (Five)

a)	**Corporate Identity Number (CIN)**	L65990DL2016PLC447681	U34300DL1985PLC021785	U62090DL2022PTC397858	U62099DL2020PTC371174	U74999DL2012FTC234852
b)	**Name(s) of the Related Party**	Mufin Green Finance Limited	Hindon Mercantile Limited	Mufinpay Payment Solution Private Limited	Mufin Technologies Private Limited	Vouchargram India Private Limited
c)	**Nature of Relationship**	Common Directors/ shareholders	Promoter Company	Associate Company	Other Related Party	Group Company
d)	**Nature of Contracts / Arrangements / Transactions**	Loan Given	Loan Given	Investment and Loan Given	Loan Given	Loans and Advances and Purchase of goods and Services
e)	**Duration of the Contracts / Arrangements / Transactions**	Ongoing	Ongoing	Ongoing	Ongoing	Ongoing
f)	**Salient Terms of the Contracts or Arrangements or Transactions including Actual / Expected Contractual Amount**	At the time of Transaction, it was in the ordinary course of the business	At the time of Transaction, it was in the ordinary course of the business	At the time of Transaction, it was in the ordinary course of the business	At the time of Transaction, it was in the ordinary course of the business	At the time of Transaction, it was in the ordinary course of the business
g)	**Date of Approval by the Board (DD/MM/YYYY)**	-	-	-	-	-
h)	**Amount Paid as Advances, if Any**	-	-	-	-	-

For and on behalf of the Board of Directors
Gyftr Limited (Formerly known as LKP Finance Limited)

Place: Delhi
Date: September 3, 2026

Arvind Prabhakar
Director
DIN: 05232758

Umesh Aggarwal
Whole Time Director
DIN: 03109928

Annexure V

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

Statement of disclosure of remuneration under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of Director	Designation	Ratio to median remuneration of the employees
Mr. Umesh Aggarwal	Whole Time Director	1.10:1
Mr. Kapil Garg	Non-Executive Director	Not Applicable
Mrs. Gunjan Jain	Non-Executive Director	Not Applicable
Mr. Manoj Kumar Bhatt	Non-Executive Independent Director	Not Applicable as only sitting fees is paid to him.
Mr. Hemant Bhageria	Non-Executive Independent Director	Not Applicable as only sitting fees is paid to him.
Ms. Meenu Sharma	Non-Executive Independent Director	Not Applicable as only sitting fees is paid to her.

ii. The percentage increase in remuneration of each Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of Directors / Employees	Designation	% Increase in remuneration
Mr. Umesh Aggarwal	Whole Time Director	Nil
Mr. Kapil Garg	Non-Executive Director	Nil
Mrs. Gunjan Jain	Non-Executive Director	Nil
Mr. Manoj Kumar Bhatt	Non-Executive Independent Director	Nil-Only sitting fees for attending Board Meetings is paid
Mr. Hemant Bhageria	Non-Executive Independent Director	Nil-Only sitting fees for attending Board Meetings is paid
Ms. Meenu Sharma	Non-Executive Independent Director	Nil-Only sitting fees for attending Board Meetings is paid
Mr. Mustak Ali	CFO	Nil
Mr. Rishi Arya	Company Secretary & Compliance Officer	Nil

iii. The percentage increase in the median remuneration of employees in the financial year: Nil

iv. The number of permanent employees on the rolls of the Company: 7

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil

vi. Affirmation that the remuneration is as per the NRC Policy of the Company It is hereby affirmed that the remuneration paid to directors and key managerial personnel is as per the NRC

Policy of the Company.

For and on behalf of the Board of Directors
Gyftr Limited (Formerly known as LKP Finance Limited)

Place: Delhi
Date: September 3, 2026

Arvind Prabhakar
Director
DIN: 05232758

Umesh Aggarwal
Whole Time Director
DIN: 03109928

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that good Corporate Governance is the foundation of sustainable business growth and long-term value creation. The Company is committed to conducting its business with integrity, transparency, accountability, fairness, and ethical practices while ensuring compliance with applicable laws and regulations. The Company continually endeavours to strengthen its governance framework by adopting best practices, safeguarding stakeholders' interests, and fostering a culture of responsible corporate conduct.

2. BOARD OF DIRECTORS

The Board comprises an optimum combination of Executive and Non-Executive Directors, including Independent Directors and a Woman Independent Director, ensuring an appropriate balance of skills, experience, expertise, and independence. The Directors possess diverse knowledge and experience across areas such as business strategy, management, finance, taxation, law, and corporate governance.

a. Composition, Category and Shareholding in the Company

During the financial year under review, the composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and 152 of the Act and rules framed thereunder. The composition and category of Directors in the Company and other listed entities as on March 31, 2026 are as follows:

Name of Directors	Promoter/ Non-promoter	Category of Director	Shareholding in Company	% of shareholding
Mr. Umesh Aggarwal	Non-promoter	Whole Time Director	12,440	0%
Mr. Kapil Garg	Promoter	Non-Independent & Non-executive Director	83,625	0.11%
Ms. Gunjan Jain	Non-promoter	Non-Independent & Non-executive Director	-	-
Mr. Hemant Bhageria	Non-promoter	Independent & Non-executive Director	-	-
Mr. Manoj Kumar Bhatt	Non-promoter	Independent & Non-executive Director	-	-
Ms. Meenu Sharma	Non-promoter	Independent & Non-executive Director	-	-

Company has not issued any convertible instruments during the financial year under review. Hence, disclosure to that extent is not applicable.

b. Meetings of the Board and Attendance of directors

The Meetings of the Board of Directors are scheduled well in advance and generally at the Corporate Office of the Company. The notice and detailed agenda for Board meetings, along with relevant notes and other material information, are circulated to each director in advance which enables the Board to make timely and informed decisions. Further, No meeting was adjourned sine die due to want of quorum and the gap between two meetings did not exceed one hundred and twenty days.

Report on Corporate Governance (Contd.)

During the financial year under review, the Board met 13 (thirteen) times. The details of directors' attendance at the Board meetings and the annual general meeting held during the year are provided below:

Name of director	Details of Board meeting(s)								
	April 03, 2025 (1)	May 22, 2025 (2)	June 27, 2025 (3)	July 03, 2025 (4)	August 13, 2025 (5)	August 27, 2025 (6)	September 05, 2025 (7)	October 25, 2025 (8)	November 13, 2025 (9)
Mr. Umesh Aggarwal	✓	✓	✓	AB	✓	✓	✓	✓	✓
Mr. Kapil Garg	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Gunjan Jain	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Hemant Bhageria	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Manoj Kumar Bhatt	✓	✓	✓	✓	✓	✓	AB	✓	✓
Ms. Meenu Sharma*	NA	✓	✓	✓	✓	✓	✓	✓	✓

Name of director	Details of Board meeting(s)						Details of AGM
	January 19, 2026 (10)	February 12, 2026 (11)	March 09, 2026 (12)	March 26, 2026 (13)	Meeting Held/ Eligible to attend during the year	Attended	July 28, 2025
Mr. Umesh Aggarwal	✓	✓	✓	✓	13	12	✓
Mr. Kapil Garg	✓	✓	✓	✓	13	13	✓
Ms. Gunjan Jain	AB	✓	✓	✓	13	12	✓
Mr. Hemant Bhageria	✓	✓	✓	✓	13	13	✓
Mr. Manoj Kumar Bhatt	✓	✓	✓	✓	13	12	AB
Ms. Meenu Sharma*	✓	✓	✓	✓	12	12	✓

✓: Attended in person, AB: Absent, NA: Not applicable

**Appointed as Independent Director w.e.f April 03, 2026*

c. **Other Directorships, Committee Chairpersonships/ Memberships including separately the names of the listed entities where the person is a director and the category of directorship**

The details regarding number of other board of directors or committees in which a directors is a member or chairperson including separately the names of the listed entities where the person is a director and the category of directorship, as on March 31, 2026, are provided below:

S. No	Name of the Director	No. of Directorship in Boards (Including GYFTR Limited)	No. of other company's board committees in which director is a member/chairperson (Including GYFTR Limited)*		Name of other listed companies where director holds directorship including Category of directorship
			Member	Chairperson	
1.	Mr. Umesh Aggarwal	2	1	-	NA
2.	Mr. Kapil Garg	9	3	-	Mufin Green Finance Limited
3.	Mrs. Gunjan Jain	1	1	-	NA
4.	Mr. Hemant Bhageria	4	3	2	Mufin Green Finance Limited
5.	Mr. Manoj Kumar Bhatt	3	3	2	Mufin Green Finance Limited
6.	Ms. Meenu Sharma	1	1	-	NA

**Membership(s)/ chairpersonship(s) of the audit committee and stakeholders' relationship committee in all public companies have been considered and disclosed above.*

d. Disclosure of relationships between Directors inter-se

None of the directors have an inter-se relationship and each one of them is independent of the other.

e. Familiarisation Programme for Independent Directors:

The Company endeavours to keep the Board of Directors, including Independent Directors, adequately informed of all material changes and developments in the corporate and industry landscape, including updates on applicable statutes, regulations, and other matters that may have a significant impact on the Company, enabling the Board to make timely, informed, and effective decisions.

The familiarisation program imparted to independent directors of the Company is available at the website of the Company at https://gyftrltd.com/files/disclosure-46/Familiarisation%20Programme%20for%20Independent%20Director %20for%20FY%202025-26.pdf

f. Chart or a matrix setting out the skills/expertise/competence of the Board of Directors

The Board has a right blend of dynamism with each of the Directors having several years of vast experience and knowledge in various diversified functions, viz., business strategy and leadership, finance and accounting, corporate governance, legal and regulatory compliance, technology and digital innovation, payments and fintech, sales and marketing, customer experience, and the rewards and gift voucher industry.

The Board is suitably equipped to understand the everchanging business dynamics of gifting voucher industry in which the Company operates and ensures that appropriate strategies are articulated benefitting the Company in the long run. The Independent Directors provide their treasured inputs and guidance at the Meetings of the Board which have been of immense help to the Company in pursuing strategic goals.

The skills, expertise and competence of the Directors are given below:

Director	Area of expertise				
	Industrial Knowledge and Experience	Financials Expertise	Leadership Qualities	Understanding of relevant laws, rules, regulation and Policy	Corporate Governance, Compliances and Regulatory Compliance
Mr. Umesh Aggarwal	✓		✓	✓	✓
Mr. Kapil Garg	✓	✓	✓	✓	✓
Mrs. Gunjan Jain	✓	✓	✓	✓	✓
Mr. Hemant Bhageria	✓	✓	✓	✓	✓
Mr. Manoj Kumar Bhatt	✓	✓	✓	✓	✓
Ms. Meenu Sharma	✓	✓		✓	✓

Notes:

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters.

In compliance with requirement of Regulation 17(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board of Directors have periodically reviewed compliance reports pertaining to all laws applicable to the Company as well as steps taken to rectify instances of non-compliances, if any.

In compliance with requirement of Regulation 17(4) of Listing Regulations, the Board of Directors have satisfied itself that plans are in place for orderly succession of the Board of Directors and senior management.

g. Confirmation of Independence

In the opinion of the Board of Directors, the Independent Directors fulfil the conditions specified in the SEBI (LODR) Regulations, 2015 and are independent of the management

h. Independent Directors Meeting

During the year under review, the Independent Directors met on, March 26, 2026 inter alia, to discuss:

Evaluation of the performance of Non-Independent Directors and the Board of Directors as a Whole; Evaluation of the performance of the Chairperson of the Company, taking into account the views of the Non-executive Directors.

Evaluation of the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

In compliance with requirement of Regulation 17(5) of Listing Regulations, the Board of Directors has laid down a code of conduct for all members of Board of Directors and senior management of the Company, incorporating therein the duties of independent directors as laid down in the Companies Act, 2013.

i. Disclosure of resignation of Independent Director during 2025-26:

No Independent Director ceased to hold office by way of resignation during the reporting period.

3. COMMITTEES OF THE BOARD

The Board has constituted a set of committees with specific terms of reference and ensure expedient resolution of diverse matters and achieve objectivity. The minutes of the meetings of all committees of the Board are placed before the Board for confirmation.

Each committee of the Board is guided by its terms of reference, which defines the scope and powers of the committee.

These Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific activities with concern the Company and need a closer review.

As on March 31, 2026, the Board has 4 (four) mandatory committees, namely:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee

The Company Secretary of the Company acts as the Secretary to all the Committee meetings.

Brief terms of reference, composition of these committees and other relevant information as required, are provided below:

I. Audit Committee

The Audit Committee is constituted in compliance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations and more than 2/3rd (Two Third) of the Members of the Committee, including the Chairperson are Independent Director. All Members are financially literate and possess accounting or related financial management expertise. The Company Secretary is the Secretary to the Committee.

The Audit Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors. It assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

Mr. Manoj Kumar Bhatt, Independent director and Chairperson of the Audit Committee, being unable to the AGM due to unavoidable personal reasons, had authorised Mr. Hemant Bhageria, Independent Director and Member of Audit Committee to participate on his behalf at the 41st Annual General Meeting of the Company held on July 28, 2026. The scope and function of the Audit Committee are in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference, includes:

a. Terms of reference

The Audit Committee functions according to its terms of reference that define its authority, responsibility and reporting functions in accordance with the provisions of Companies Act, 2013 (hereinafter referred as 'the Act') and Regulation 18 read with Part C of Schedule II to the SEBI Listing Regulations, 2015 which, inter-alia, includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration, terms of appointment of auditors of the Company including their replacement or removal;

3. Approval of payment to statutory auditors for any other permitted services rendered by the statutory auditors;
4. Reviewing and examining, with the management, the annual financial statements and auditor report thereon before submission to the Board for approval, with particular reference to:
    - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
    - Changes, if any, in accounting policies and practices and reasons for the same.
    - Major accounting entries involving estimates based on the exercise of judgment by management.
    - Significant adjustments made in the financial statements arising out of audit findings.
    - Compliance with listing and other legal requirements relating to financial statements.
    - Disclosure of any related party transactions.
    - Draft Auditors' report including qualifications, if any;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing and monitoring, with the management, the statement of uses/ application of funds raised through an issue/ public offers (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter;
7. Reviewing and monitoring with the management, independence and performance of statutory and internal auditors, adequacy of the internal control systems, and effectiveness of the audit processes;
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
9. Discussion with internal auditors on any significant findings and follow up thereon;
10. Reviewing the findings of any internal investigations by internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
11. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
13. To review the functioning of the Whistle Blower Policy (Vigil Mechanism);
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
15. Approval or any subsequent modification of transactions of the Company with related parties;
16. Scrutiny of inter-corporate loans and investments;
17. Valuation of undertakings or assets of the Company, wherever it is necessary;
18. Evaluation of internal financial controls and risk management system;
19. Review of Management discussion and analysis of financial condition and results of operations;
20. Review of Management letters/letters of internal control weaknesses issued by the statutory auditors;

21. Review of Internal audit reports relating to internal control weaknesses;
22. Review of Financial statement, in particular, investments made by the subsidiary company(s);
23. Recommend appointment and remuneration of Cost Auditors;
24. Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and verify that the systems for internal control are adequate and are operating effectively;
25. Discharge any other duties or responsibilities as may be prescribed by law or as may be delegated by the Board from time to time.

b. Composition and Number of meetings held and attendance of the members

During the financial year under review, the Audit Committee met 8 (eight) times. No meeting was adjourned sine die due to want of quorum. All the members have attended the aforesaid meetings. The Meetings of the Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors, Internal Auditor, as invitees besides other invitees, as and when needed and Company Secretary as Secretary of the Committee. The composition of the Audit Committee and the attendance of the Members at the meetings are as under:

Name of Members	Category	Designation	Details of Audit Committee meeting(s)							
			April 03, 2025 (1)	May 22, 2025 (2)	July 03, 2025 (3)	August 13, 2025 (4)	October 25, 2025 (5)	November 13, 2025 (6)	January 19, 2026 (7)	February 12, 2026 (8)
Mr. Manoj Kumar Bhatt	Independent Director	Chairperson	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Hemant Bhageria	Independent Director	Member	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Umesh Aggarwal	Whole Time Director	Member	✓	✓	✓	✓	✓	✓	✓	✓

II. Nomination and Remuneration Committee

The NRC is constituted in compliance with Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. Majority of the Members of the Committee are Independent Directors including the Chairperson. Further, the Chairperson of the Board is not a Member of the NRC. Ms. Meenu Sharma, Independent director and Chairperson of the NRC, was present at the 41st Annual General Meeting of the Company held on July 28, 2025.

The NRC is responsible for formulating, evaluating policies and reviewing all major aspects of Company's HR processes relating to hiring, training, talent management, succession planning and compensation structure of the Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel ("SMP"). The NRC is also responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. The Committee also anchored the performance evaluation of the Individual Directors

The terms of reference of the NRC are aligned with the regulatory requirements mandated by the Act and Part D of Schedule II of the SEBI Listing Regulations, includes:

a. Terms of reference

The functioning and terms of reference of the NRC including the role, powers and duties and quorum for meeting, have been devised keeping in view the requirements of the Companies Act, 2013 and the Listing Regulations are broadly as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and removal and to carry out evaluation of every director's performance.

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

3. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.

4. To formulate the criteria for evaluation of independent directors and the board.

5. To devise a policy on board diversity.

6. To extend or continue the term of appointment of the independent director on the basis of the report of performance evaluation of Independent directors; and

7. To recommend/review remuneration of managing director/whole-time director.

8. To recommend to the Board, all remuneration, in whatever form, payable to senior management.

9. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate for the balancing the holistic set of skills, knowledge, wisdom, and experience on the Board. Based on such evaluation, prepare the role and responsibilities, qualifications, and capabilities required of an incoming independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. To identify suitable candidates, the Committee may:

    a) use the services of an external agencies,

    b) consider candidates from a wide range of backgrounds having due regard to diversity and,

    c) consider the time commitments of the candidates

b. Composition and Number of meetings held and attendance of the members

During the financial year under review, the NRC met 2 (two) times. No meeting was adjourned sine die due to want of quorum. All the members have attended the aforesaid meetings. The composition of the Nomination and Remuneration Committee and the attendance of the Members at the above meetings are as under:

Name of Members	Category	Designation	Details of Nomination and Remuneration meeting(s)	
			November 13, 2025 (1)	February 12, 2026 (2)
Ms. Meenu Sharma	Independent Director	Chairperson	✓	✓
Mr. Manoj Kumar Bhatt	Independent Director	Member	✓	✓
Mr. Hemant Bhageria	Independent Director	Member	✓	✓

Performance Evaluation of the Board:

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairperson and the Non-independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Report on Corporate Governance (Contd.)

III. Stakeholders Relationship Committee

The SRC is constituted in compliance with Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations. The terms of reference of the SRC are aligned with the regulatory requirements mandated by the Act and Part D of Schedule II of the SEBI Listing Regulations.

Mr. Manoj Kumar Bhatt, Independent director and Chairperson of the Stakeholder Relationship Committee, being unable to the AGM due to unavoidable personal reasons, had authorised Ms. Meenu Sharma, Independent Director and Member of Stakeholder Relationship Committee to participate on his behalf at the 41st Annual General Meeting of the Company held on July 28, 2026

Mrs. Ruby Chauhan, Company Secretary, was designated as the Compliance Officer of the Company in terms of Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to her resignation with effect from November 13, 2025, Mr. Rishi Arya, Company Secretary, was appointed as the Compliance Officer of the Company with effect from November 14, 2025.

During the year under review, the Company received four shareholder complaints, all of which were duly resolved. No shareholder complaint remained pending or unaddressed as on the date of this Report.

a. Terms of reference

The role of Committee is:

1. To resolve the grievances of the security holders' complaints like non-transfer of securities, non receipt of annual report, non-receipt of dividends/interest, issue of new / duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. To deal with all matters relating to issue of duplicate share certificate, transmission of securities etc.
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend/warrants/ annual reports/statutory notices by the shareholders of the Company; and
6. The Committee shall perform all such other functions as may be prescribed under The Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and/or any other law for the time being in force, including any statutory amendments, modifications made there under.

b. Composition and Number of meetings held and attendance of the members

During the financial year under review, the SRC met Two (2) times. No meeting was adjourned sine die due to want of quorum. All the members have attended the aforesaid meetings. The composition of the Stakeholders Relationship Committee and the attendance of the Members at the above meetings are as under:

Name of Members	Category	Designation	Details of Stakeholders Relationship Committee meeting(s)	
			November 13, 2025 (1)	February 12, 2026 (2)
Mr. Manoj Kumar Bhatt	Independent Director	Chairperson	✓	✓
Ms. Meenu Sharma	Independent Director	Member	✓	✓
Mrs. Gunjan Jain	Non-Executive Director	Member	✓	✓

IV. Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility (CSR) Committee has been constituted in accordance with the provisions of Section 135 of the Companies Act, 2013. The Committee is responsible for formulating and recommending the CSR Policy, recommending the CSR expenditure, monitoring the implementation of CSR initiatives, and ensuring compliance with the applicable statutory requirements. The Committee continued to effectively discharge its responsibilities during the financial year in accordance with its terms of reference and the applicable provisions of the Companies Act, 2013.

Mr. Hemant Bhageria is the Chairperson of the Committee and was present at the 41st Annual General Meeting of the Company held on July 28, 2025.

a. Terms of Reference

The role of Committee is:

1. Formulation of CSR policy indicating the activities to be undertaken by the Company as per regulatory requirements and recommending the same to the Board;
2. Recommending to the Board the annual action plan and the amount to be spent on CSR activities;
3. Reviewing and approving, the CSR projects/ programs to be undertaken by the Company either directly or through Foundations or through implementation partners as deemed suitable, during the financial year and specifying modalities for its execution and implementation schedules for the same, in terms of the CSR Policy of the Company;
4. Monitoring the implementation of the CSR policy;
5. Monitoring and reporting mechanism for the projects or programmes;
6. Reviewing the need for impact assessment, if any, for the projects undertaken by the Company and undertaking the same if needed;
7. Reviewing implementation of the action plan; and
8. Carrying out/ performing such other responsibilities, acts, deeds, and things as may be delegated to the Committee and as maybe entrusted by the Board of Directors/ arising out of statutory provisions from time to time

b. Composition and Number of meetings held and attendance of the members

During the financial year under review, the CSR committee met one (1) time. The details of committee meeting held and attended by the members are given below:

Name of Members	Category	Designation	Detail of CSR Committee meeting
			January 19, 2026 (1)
Mr. Hemant Bhageria	Independent Director	Chairperson	✓
Mr. Umesh Aggarwal	Whole Time Director	Member	✓
Mr. Manoj Kumar Bhatt	Independent Director	Member	✓

5. SENIOR MANAGEMENT:

A. Particulars of Senior Management Personnel as on date of report are as follows:

Name	Designation
Mustak Ali	Chief Financial Officer
Tisha Lamba	Company Secretary & Compliance Officer

B. Changes in the Senior Management Personnel since the close of the previous financial year till the date of report:

Name	Designation	Change	Effective date
Ruby Chauhan	Company Secretary & Compliance Officer	Cessation	November 13, 2025
Rishi Arya	Company Secretary & Compliance Officer	Appointment	November 14, 2025
Rishi Arya	Company Secretary & Compliance Officer	Cessation	June 15, 2026
Tisha Lamba	Company Secretary & Compliance Officer	Appointment	June 16, 2026

6. REMUNERATION OF DIRECTORS

i. All pecuniary relationship or transactions of the non-executive Independent directors vis-à-vis the Company:

A Non-executive Independent Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and reimbursement of expenses for participation in the Board meetings.

During the financial year under review, apart from sitting fees and reimbursement of expenses, there was no pecuniary relationship or transaction with non-executive independent directors of the Company.

ii. Criteria of making payments to non-executive directors

The Company considers the time and efforts put in by the Non-Executive Directors in deliberations at Board/Committee meetings. They are remunerated by way of sitting fees for attending the meetings and through commission, if any, approved by the Board and members of the Company. The criteria have been defined in the Nomination and Remuneration Policy of the Company.

iii. Disclosure with respect to remuneration

During the year under review the Company has paid ₹ 30.00 Lakhs towards remuneration to Mr. Umesh Aggarwal, Whole Time Director of the Company.

(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors and details of fixed component and performance linked incentives along with the performance criteria:

Heads	Amount (₹)
Basic Salary	15,00,000
House Rent Allowance	7,50,000
Benefits/Allowances	7,50,000
Total	**30,00,000**

(ii) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – NIL.

At present, Independent Directors are not paid any remuneration except sitting fess for attending Board Meetings.

Sitting Fees (gross) paid to Directors for attending Board Meetings

Mr. Hemant Bhageria	₹ 1.30 Lakhs
Mr. Manoj Kumar Bhatt	₹ 1.20 Lakhs
Ms. Meenu Sharma	₹ 1.20 Lakhs

No stock options were granted to any of the Independent Directors and Promoter Directors. Further the Company has not granted any advance or loans to any directors during the year.

7. GENERAL BODY MEETINGS

a. Details of last three annual general meetings of the Company held are given under:

Year	Day, Date & Time of AGM	Venue	Special Resolutions Passed
2024-25	Monday, July 28, 2025 at 3:30 PM	Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). Deemed venue- 203, Embassy Centre, Nariman Point, Mumbai 400 021.	Nil
2023-24	Friday, June,07, 2024 at 11:00 AM		Appointment of Mr. Dara Kalyaniwala (DIN 0311200) as independent Director of the Company for a period of five years from April 26, 2024.
2022-23	Tuesday, June 20,2023 at 3.00 PM		Re-appointment of Mr. Mahendra V. Doshi (DIN: 00123243), as the Executive Chairperson and Managing Director

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b. Extraordinary General Meeting

No extraordinary general meeting of the members was held during financial year ended March 31, 2026.

c. Postal Ballot

During the financial year 2025-26, the Company various resolutions through postal ballot in compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder and the various circulars issued by the Ministry of Corporate Affairs ("MCA").

The Postal Ballot Notice, containing the proposed resolutions and the explanatory statement, was sent by e-mail to those members whose e-mail addresses were registered with the Company, the Registrar and Share Transfer Agent, or the depository(ies)/depository participants. The approval of the members of the Company was sought through the postal ballot process. The details thereof are provided below:

- In the Postal Ballot Notice dated April 03, 2025. The remote e-voting was available from Wednesday, April 09, 2025, 9:00 A.M. (IST) to Thursday, May 08, 2025, 5.00 p.m. (IST). The e-voting results and the Scrutiniser's Report were uploaded on the Company's website gyftrltd.com

  The description of resolution and details of e-voting are as under:

Particulars of Special Resolution	Number and % of votes cast in favour	Number and % of votes cast against
Appointment of Mr. Hemant Bhageria (Din: 06476292) as an Independent Director of The Company	1,360,792 (99.88%)	1,650 (0.12%)
Appointment of Mr. Manoj Kumar Bhatt (Din: 09452843) As an Independent Director of The Company	1,360,792 (99.88%)	1,650 (0.12%)
Appointment of Ms. Meenu Sharma (Din: 10825075) As an Independent Director of The Company	1,360,792 (99.88%)	1,650 (0.12%)
Shifting of Registered Office of the Company from One State to another state and to alter the situation Clause of The Memorandum of Association:	13,60,747 (99.88%)	1,650 (0.12%)
To Approve Making Investments/Extending Loans and Giving Guarantees or Providing Securities In Connection With Loans To Persons/Bodies Corporate u/s 186 Of The Companies Act, 2013	13,60,747 (99.88%)	1,650 (0.12%)
To Consider and Approve Transactions Under Section 185 of The Companies Act, 2013	13,60,747 (99.88%)	1,650 (0.12%)
To Increase Borrowing Powers of the Board and Authorisation Limit to Secure The Borrowings Under Section 180(1)(c) and 180(1)(a) Of The Companies, Act, 2013	13,60,647 (99.88%)	1,750 (0.12%)

- In the Postal Ballot Notice dated October 25, 2025. The remote e-voting was available from Thursday, October 30, 2025, 9:00 A.M. (IST) to Friday, November 28, 2025, 5.00 p.m. (IST). The e-voting results and the Scrutiniser's Report are being uploaded on the Company's website gyftrltd.com

Particulars of Special Resolution	Number and % of votes cast in favour	Number and % of votes cast against
Approval for Alteration of Memorandum of Association (MOA) of the Company by Inclusion of New Object Clause.	2,37,248 (99.3%)	1,675 (0.7%)

Report on Corporate Governance (Contd.)

- In the Postal Ballot Notice dated February 12, 2026. The remote e-voting was available from Saturday, February 14, 2026, 9:00 A.M. (IST) to Sunday, March 15, 2026, 5.00 p.m. (IST). The e-voting results and the Scrutiniser's Report are being uploaded on the Company's website gyftrltd.com

Particulars of Special Resolution	Number and % of votes cast in favour	Number and % of votes cast against
To approve change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company	3,11,842 (99.46%)	1,693 (0.54%)

- In the Postal Ballot Notice dated March 26, 2026. The remote e-voting was available from Saturday, March 28, 2026, 9:00 A.M. (IST) to Sunday, April 26, 2026, 5.00 p.m. (IST). The e-voting results and the Scrutiniser's Report are being uploaded on the Company's website gyftrltd.com

Particulars of Special Resolution	Number and % of votes cast in favour	Number and % of votes cast against
Approval for Alteration of Memorandum of Association (MOA) of the Company by Deletion of certain Object Clause.	61,496 (88.16%)	8,260 (11.84%)

No Special Resolution is proposed to be conducted through Postal Ballot as on the date of this Integrated Annual Report.

Procedure adopted for Postal Ballot

a. The Board of Directors, at its Meeting, approves the items to be passed through Postal Ballot and authorises one of the Directors and the Company Secretary to be responsible for the entire process of Postal Ballot.

b. The Board of Directors had appointed Mr. Abhay Kumar, Proprietor of M/s. Abhay K & Associates, Company Secretaries, FCS 13343, CP No. 22630, Practicing Company Secretaries, Delhi, as the Scrutiniser for conducting the postal ballot process, in a fair and transparent manner.

c. Notice of Postal Ballot is sent to the Shareholders. The Company engaged Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent for providing e-voting services to enable Members to cast their votes electronically. E-voting facility is offered to eligible Shareholders to enable them to cast their votes electronically.

d. An advertisement is published in a national newspaper and a vernacular newspaper about the dispatch of Notice of Postal Ballot.

e. Upon completion of voting, the Scrutiniser gives his/her report and the results of the Postal Ballot are announced.

f. The results are intimated to the Stock Exchanges and are hosted on the Company's website, gyftrltd.com

g. The Postal Ballot is carried out in compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular issued by Ministry of Corporate Affairs from time to time.

8. MEANS OF COMMUNICATION

a) Quarterly Results: The quarterly, half-yearly and annual financial results of the Company are promptly submitted to both the Stock Exchanges, viz., BSE and NSE (w.e.f. July 10, 2026), in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results are also published on the Company's website at gyftrltd.com

b) Newspapers: The financial results are usually published in Financial Express and Mumbai Lakshadeep/ Mumbai Pratahkal, widely circulating national and local dailies.

c) Website: The Company's website, gyftrltd.com, serves as a comprehensive platform for disseminating information to investors and other stakeholders. It provides timely and up-to-date information on key corporate developments, including details of the Board of Directors, financial results, annual reports, shareholding pattern, corporate announcements, statutory disclosures, and other material information, thereby promoting transparency and facilitating informed decision-making.

d) Presentation made to institutional investors/ analysts: There were no presentations made to the institutional investors or to the analysts.

9. GENERAL SHAREHOLDER INFORMATION

a. **AGM Date, Time and Venue:** As per Notice of 42nd Annual General Meeting.

b. **Financial Year:** The Company follows the financial year commencing on April 01 and ending on March 31 of the succeeding year. The tentative calendar for declaration of financial results for the financial year 2026-27 is set out below. In addition to the scheduled meetings, the Board may convene meetings on such other dates as may be necessary to consider matters requiring its approval.

Quarter	Tentative Schedule*
First Quarter	Second week of August
Second Quarter	Second week of November
Third Quarter	Second week of February
Fourth Quater	Third week of May

**As approved by the Board. However, the schedule is subject to change.*

c. **Dividend Payment date:** No dividend has been recommended for year ended on March 31, 2026.

d. **Listing on Stock Exchange:** The name of the Stock Exchange at which the securities of the Company are listed and the respective scrip code are as under:

Name of Stock exchange	Security Listed	Scrip code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Equity Shares	507912
National Stock Exchange of India Limited* Exchange Plaza, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051	Equity Shares	GYFTR

** Listed w.e.f. July 10, 2026*

Annual listing fees for the year 2025-26 have been paid by the Company to the Stock Exchanges.

e. **Suspended from trading**

No securities of the Company were suspended from trading during the financial year 2025-26.

f. **Registrar and Share Transfer Agent**

For share related matters, members are requested to correspond with the Company's Registrar and Share Transfer Agent – Adroit Corporate Services Private Limited quoting their Folio No./DP ID & Client ID at the following address:

M/s. Adroit Corporate Services Private Limited

18-20, 1st Floor, Makawana Road,

Marol Naka, Andheri (East), Mumbai 400 059.

Tel: +91 (0)22 42270400;

email: info@adroitcorporate.com/sandeeps@adroitcorporate.com ;

Website: www.adroitcorporate.com

g. **Share Transfer System**

The Company's Shares are traded on BSE Limited and National Stock Exchange of India Limited (w.e.f July 10, 2026). In terms of the Regulation 40 of the SEBI Listing Regulations, transfer, transmission and transposition of securities shall be effected only in dematerialised form. The shareholder(s) are though not barred from holding shares in physical form. However, they are advised to avail the facility of dematerialisation of shares.

Further, shareholders holding shares in dematerialised form are requested to ensure that their email address, bank account details, and mobile number are registered/updated with their respective Depository Participants. Shareholders holding shares in physical form are requested to register/update their PAN, nomination, email address, contact number, bank account details, and specimen signature with the RTA by submitting the requisite ISR forms. The share related formalities are attended by the Registrars and Share Transfer Agents.

h. Distribution of Shareholding as on March 31, 2026

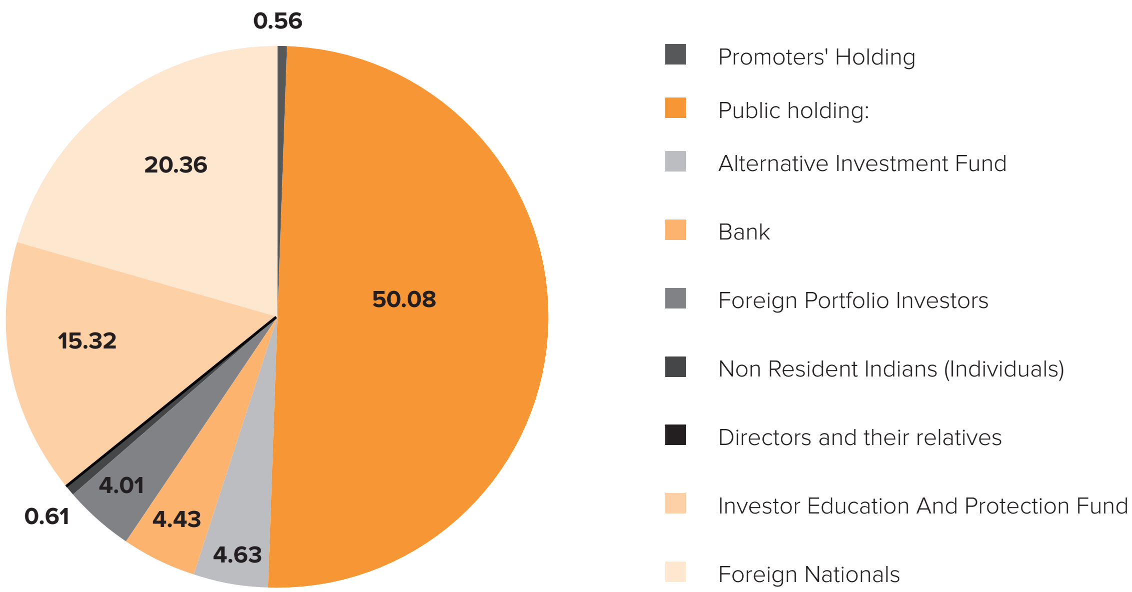
No. of Shares	Shareholders		Shareholding		
	Numbers	%	No. of Shares	Amount in ₹ (at Face Value)	%
UPTO – 100	3,958	55.15	1,65,183	16,51,830	0.22
101 - 500	1,839	25.62	6,06,670	60,66,700	0.79
501 -1000	480	6.69	3,80,710	38,07,100	0.50
1001 - 2000	273	3.80	4,17,292	41,72,920	0.54
2001 - 3000	160	2.23	4,06,216	40,62,160	0.53
3001 - 4000	82	1.14	2,86,994	28,69,940	0.37
4001 - 5000	68	0.95	3,24,228	32,42,280	0.42
5001 – 10000	122	1.70	8,92,000	89,20,000	1.16
10001 – 20000	75	1.05	10,62,548	1,06,25,480	1.38
20001 – 50000	63	0.88	19,25,130	1,92,51,300	2.51
50001 & Above	57	0.79	7,03,41,279	70,34,12,790	91.58
Total	**7,177**	**100.00**	**7,68,08,250**	**76,80,82,500**	**100.00**

i. Shareholding as on March 31, 2026:

S. No.	Category	As on March 31, 2026	
		No. of shares	Percentage of shares held
A	**Promoters' Holding:**	3,84,66,900	50.08%
B	**Public holding:**		
1	Alternative Investment Fund	35,57,409	4.63%
2	Bank	450	0.00%
3	Foreign Portfolio Investors	34,02,545	4.43%
4	Non-Resident Indians (Individuals)	30,76,240	4.01%
5	Investor Education and Protection Fund	4,67,100	0.61%
6	Foreign Nationals	200	0
7	Resident Individual	1,17,70,066	15.32%
8	Bodies Corporate	1,56,35,754	20.36%
9	Others	4,31,586	0.56%
	TOTAL (A+B)	**7,68,08,250**	**100.00%**

Report on Corporate Governance (Contd.)

SHAREHOLDING AS ON MARCH 31, 2026



i. **Dematerialisation of equity Shares and liquidity**

As on March 31, 2026, 99.76% of the Company's total shares represented by 7,66,26,016 shares were held in dematerialised form. As mandated by the SEBI, shares of the Company can be transferred/ traded only in dematerialised form. The equity shares are frequently traded on BSE and NSE.

j. **Outstanding American Depository Receipts (ADRs)/Global Depository Receipts (GDRs)/ Warrants or any Convertible Instruments, conversion date and likely impact on equity**

The Company has no out-standing ADR/GDR/ Warrants/Convertible Instruments.

k. **Commodity price risk or foreign exchange risk and hedging activities**

The Company does not have exposure of any commodity and accordingly, no hedging activities for the same are carried out. The Company does not have foreign exchange risk.

l. **Plant locations**

The Company is in the business of gift voucher and rewards, therefore, there is no plant location that can be listed here.

m. **Registered Office:**

The registered office of the Company is situated at 203, Embassy Centre, Nariman Point, Mumbai, Maharashtra – 400021.

n. **Address for correspondence:**

GYFTR Limited

201, 2nd Floor, Best Sky Tower, Netaji Subhash Place, New Delhi – 110034.

Tel: 011-43094300

Email: cs@gyftrltd.com

o. **Credit Rating:**

During the financial year under review, the Company has not obtained any credit rating, since neither any debt instruments nor any fixed deposit programme or any scheme or proposal of the Company involving mobilisation of funds, whether in India or abroad, were undertaken.

10. OTHER DISCLOSURES

a) The related party transactions entered by the Company are disclosed on half yearly basis to the Stock Exchanges in compliance with Regulation 23 of the SEBI Listing Regulations and are also disclosed in notes to accounts of the financial statements forming part of the Annual Report. During the financial year, the Company has not entered into any materially significant related party transaction, which could have a potential conflict of interest with the interests of the Company at large.

b) During the financial year, the Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on matters relating to the capital markets. Except for the following instances of non-compliance, no penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the capital markets during the last three financial years: (i) a fine was levied by the Bombay Stock Exchange for alleged non-compliance with the requirements relating to the composition of the Board due to the non-appointment of a woman director. However, upon submission of the requisite clarification, the said fine was waived vide e-mail dated March 6, 2026, as the Company was in compliance with the applicable requirements; and (ii) the disclosure under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was submitted with a delay of three days beyond the prescribed timeline, for which the applicable penalty was duly paid.

c) The Company has formulated a Vigil Mechanism & Whistle Blower Policy in accordance with provisions of the Act and Regulation 22 of SEBI Listing Regulations, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company. The Company affirms that, in compliance with the Policy, no personnel have been denied access to the Chairperson of the Audit Committee. Further, the Policy has been posted on the website of the Company and can be accessed at https://gyftrltd.com/files/policies/WHISTLE%20BLOWER%20POLICY.pdf

d) The Company is in compliance with all mandatory corporate governance requirements as provided under SEBI Listing Regulations. The Company strives to adhere and comply with the discretionary requirements specified under Regulation 27(1) and Part E of the Schedule II of SEBI Listing Regulations to the extent possible:

   i. The Board: The Company has appointed a woman independent director on its Board

   ii. Reporting of internal auditor: The Internal auditor reports directly to the Audit Committee.

e) Weblink for Policy for determining 'material' subsidiaries

   https://gyftrltd.com/files/policies/Policy%20on%20determining%20material%20subsidiary.pdf

f) Weblink for Policy on dealing with related party transactions

   https://gyftrltd.com/files/policies/Policy%20on%20Related%20Party%20Transactions-%20revised.pdf

g) No funds are raised through preferential allotment or qualified institutions placement.

h) Certification of Non-Disqualification of Directors from Company Secretary in Practice: The Company has obtained a certificate from, Mr. Abhay Kumar, Proprietor of Abhay K & Associates, Company Secretaries as per the provisions of Schedule V(C) of the Listing Regulations, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is attached as **Annexure-A**

i) During the year under review, there were nil instances where the Board had not accepted any recommendation of any Committee of the Board.

j) Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is detailed in notes of the Financial Statements and hence not repeated here.

k) Disclosure w.r.t. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board Report.

l) The details of other loans and advances are mentioned in notes to accounts and are not repeated here.

m) Details of material subsidiaries of the listed entity: During the year, Company does not have any Subsidiary Company.

n) During the financial year under review, the Company is in compliance with the requirements of corporate governance and disclosures with respect to compliance of Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of SEBI Listing Regulations.

Further, there have been no instances of noncompliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C of Schedule V of SEBI Listing Regulations.

11. MISCELLANEOUS

- **Chief Executive Officer and Chief Financial Officer Certification:** Umesh Aggarwal, Whole Time Director and Mustak Ali, Chief Financial Officer of the Company have certified compliance of Regulation 17(8) of the SEBI Listing Regulations for the financial year ended March 31, 2026. The certificate issued by them to the Board in this regard is attached herewith as '**Annexure B**'.

- **Compliance Certificate for Corporate Governance:** The Company has obtained a Certificate from Mr. Abhay Kumar, Proprietor of Abhay K & Associates, Company Secretaries, confirming compliance of conditions of Corporate Governance pursuant to clause E of Schedule V of SEBI (LODR), 2015. The Certificate is attached as **Annexure-C**.

- **Disclosure with respect to Demat suspense account/ unclaimed suspense account:** The details of Demat Suspense Escrow Account of company are as follows:

(a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil.

(b) number of shareholders who approached the Company for transfer of shares from suspense account during the year: Nil.

(c) number of shareholders to whom shares were transferred from suspense account during the year: Nil.

(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: 7,30,536 Shares.

(e) declaration that the voting rights on shares in the suspense account shall remain frozen till the rightful owner of such shares claims the shares.

- **Disclosure of certain types of agreements binding listed entity:** The Company has not been informed of any agreement under Regulation 30A(1) read with Clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations. Accordingly, there is no requirement for disclosing the same.

- **Compliance with Code of Conduct:** The Company has adopted a Code of Conduct for Board Members and Senior Management Executives. The Code of Conduct for Board Members and Senior Management has been posted on the website of the Company https://gyftrltd.com/files/policies/Code%20of%20Conduct%20for%20Board%20and%20Senior%20Management%20Personnel.pdf

Each Director informs the Company on an annual basis about the Board and the Committee positions they occupy in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest. The declaration affirming compliance with code of conduct is annexed as '**Annexure D**'

Report on Corporate Governance (Contd.)

- **Reconciliation of Share Capital Audit Report:** As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL).

For and on behalf of Board of Directors of
GYFTR Limited
(Formerly Known as LKP Finance Limited)

Umesh Aggarwal
Whole Time Director
DIN: 03109928

Place: Delhi
Date: September 3, 2026

Annexure A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
GYFTR Limited
(formerly known as LKP Finance Limited)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of GYFTR Limited (formerly known as LKP Finance Limited) having CIN L74900MH1984PLC032831 and having registered office at 203, Embassy Centre, Nariman Point, Mumbai 400021 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this certificate, in accordance with regulation 34(3) read with Schedule V para C sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the Company
1.	Mr. Umesh Aggarwal	03109928	March 28, 2025
2.	Mr. Kapil Garg	01716987	March 28, 2025
3.	Mrs. Gunjan Jain	10496273	March 28, 2025
4.	Mr. Hemant Bhageria	06476292	March 28, 2025
5.	Mr. Manoj Kumar Bhatt	09452843	March 28, 2025
6.	Ms. Meenu Sharma	10825075	April 03, 2025

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Abhay K & Associates
Company Secretaries

Abhay Kumar
Proprietor
M.No.: F13343 | CP No.: 22630
UDIN: F013343H001359490
Peer Review Certificate no. 2050/2022

Place: Delhi
Date: September 3, 2026

Annexure B

COMPLIANCE CERTIFICATE

[Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors
GYFTR Limited
(Formerly Known as LKP Finance Limited)

A. We have reviewed financial statements and the cash flow statement for the quarter and year ended March 31, 2026 and that to the best of our knowledge and belief:

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

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit committee that there is no :

   i. significant changes in internal control over financial reporting during the year;

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

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

For GYFTR Limited
(Formerly Known as LKP Finance Limited)

Umesh Aggarwal
Whole Time Director
DIN: 03109928

Mustak Ali
Chief Financial Officer

Date: May 29, 2026
Place: Delhi

Annexure C

COMPLIANCE CERTIFICATE ON CONDITIONS OF CORPORATE GOVERNANCE

To
The Members,
GYFTR Limited,

We have examined the compliance of conditions of Corporate Governance by GYFTR Limited (formerly known as LKP Finance Limited) ("the Company") for the financial year ended on March 31, 2026 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the SEBI Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 1 above. Our examination was limited to the review of the procedures and implementation thereof, as adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material aspects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as applicable.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For Abhay K & Associates
Company Secretaries

Abhay Kumar
Proprietor
M.No.: F13343 | CP No.: 22630
UDIN: F013343H001359479
Peer Review Certificate no. 2050/2022

Place: Delhi
Date: September 3, 2026

Annexure D

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2026.

For and on behalf of Board of Directors
GYFTR Limited (Formerly Known as LKP Finance Limited)

(Umesh Aggarwal)
Whole Time Director
DIN: 03109928

Place: Delhi
Date: September 3, 2026

Management Discussion and Analysis

INDIAN ECONOMY

India's economy remained resilient during 2025-26, supported by strong domestic demand, private consumption and investment activity. Real GDP growth is estimated at 7.4%. Meanwhile, private final consumption expenditure grew by 7.5% during H1 2025-26 and accounted for 61.5% of GDP during the year, its highest share since 2011-12. This sustained consumption growth was supported by low inflation, stable employment conditions and improving real purchasing power.

India's consumption landscape is also being reshaped by accelerating digital adoption. Rising internet and smartphone penetration, wider adoption of digital payments and expanding online retail are transforming how consumers discover, purchase and engage with brands. In 2025, India had approximately 290-300 Million online shoppers, with tier-II and smaller cities accounting for around 65% of incremental online shoppers. This trend is expected to continue, with online retail penetration projected to increase from approximately 8% in 2024 to 14% by 2028.

(*Source: https://www.indiabudget.gov.ineconomicsurvey/doc/eschapter /echap01.pdf*
https://www.ibef.org/industry/ecommerce-presentation)

INDUSTRY OVERVIEW

Digital Gifting, Rewards and Consumer Engagement

India's gifting and rewards ecosystem is evolving alongside the broader shift towards digital commerce. In this environment, digital vouchers offer greater convenience and choice to consumers, while enabling enterprises to distribute rewards across large and geographically dispersed user bases.

At the same time, rewards are expanding beyond occasion-led gifting to employee recognition, sales and distributor incentives, customer acquisition and client engagement. Growing digital consumption across categories such as food and dining, fashion, electronics, groceries, entertainment and travel is further broadening the range of consumption occasions that digital vouchers can address.

This evolution is supported by a favourable consumption environment, with India's FMCG sector recording 12.9% value growth and 5.4% volume growth in Q2 2025-26. Rural volumes grew 7.7% during the quarter, further indicating continued momentum in consumer demand.

(Source: https://www.ibef.org/industry/ecommerce-presentation
https://nielseniq.com/global/en/news-center/2025/niq-gst-2-0-sparks-short-term-dip-in-fmcg-demand)

COMPANY OVERVIEW

Gyftr Limited (also referred to as 'Gyftr' or 'the Company') operates a digital gifting and rewards platform that connects 400+ brands with consumers, corporate enterprises and financial institutions. Its integrated platform brings together consumer gift vouchers, corporate rewards, banking loyalty programmes and digital payments. This enables rewards earned across different programmes to be converted into purchasing power and redeemed across participating brands and categories.

The Company's consumer-facing business offers digital gift vouchers across every category, while its B2B business provides digital infrastructure for employee rewards and recognition, sales and distributor incentives and client gifting. In parallel, its banking and financial loyalty business operates reward redemption platforms for financial institutions.

OPERATIONAL PERFORMANCE

During 2025-26, Gyftr strengthened its digital gifting and rewards ecosystem across consumers, enterprises and financial institutions. The Company expanded its enterprise offering through the LLC model while advancing its international expansion.

KEY OPERATING INDICATORS

Particulars 2025-26

Retail Brands	Corporate Clients	Banking Clients	Direct Consumers/ Premier Clients	Average B2C Basket Size
400+	750+	14+	55+ Lakhs	1,845

CORPORATE AND STRATEGIC DEVELOPMENTS

Financial Year 2025-26 marked an important phase in the Company's transition towards its current operating focus.

During the year, the Reserve Bank of India approved the Company's application for surrender of its NBFC registration, effective March 20, 2026. Subsequently, the Company initiated the process of transitioning from its legacy identity, LKP Finance Limited, to Gyftr Limited. The change of name was formally approved by the Registrar of Companies and became effective from April 6, 2026.

These regulatory and corporate developments mark a significant milestone in the Company's strategic transition, enabling the listed entity to focus its resources and operations on its rewards and loyalty businesses, in line with its evolving business strategy.

FINANCIAL PERFORMANCE

Financial Highlights

Particulars	2025-26	2024-25*	YoY Change
Revenue from Operations (₹ Crores)	396.36	7.38	5271%
EBITDA (₹ Crores)	32.48	(3.20)	1115%
EBITDA Margin (%)	8.19%	(43.38%)	5,157 bps
Profit Before Tax (₹ Crores)	25.67	9.59	168%
Profit After Tax (₹ Crores)	18.39	10.32	78%
PAT Margin (%)	4.64%	139.97%	(135.33) bps
Earnings per Share (₹)	2.66	1.39	91%

**Consequent change in the nature of operations of the Company, income relating to erstwhile NBFC activities, including interest income and other ancillary income from financing activities, has been presented under "Other Income" instead of "Revenue from Operations" in the financial statements for the year ended March 31, 2025.*

FINANCIAL POSITION

Particulars	2025-26	2024-25
Net Worth	₹ 481.81 Crores	₹ 346.80 Crores
Total Borrowings	₹ 1.25 Crores	₹ 35.97 Crores
Cash and Cash Equivalents	₹ 3.01 Crores	₹ 18.80 Crores
Operating Cash Flow	₹ 11.68 Crores	₹ (1.60) Crores

KEY FINANCIAL RATIOS

Ratio	2025-26	2024-25	Change (%)	Explanation for Change
Debtors Turnover (in times)	54.36	NA	NA	Ratio is not comparable as there were no trade receivables in previous year
Inventory Turnover (in times)	NA	NA	NA	Not applicable since there was no inventory held during the current and previous years
Interest Coverage Ratio (in times)	89	11.66	663%	The ratio improved significantly due to increase in profit during the current year.
Current Ratio (in times)	6.42	8.61	(25%)	The ratio decreased primarily due to an increase in current liabilities during the year
Debt-Equity Ratio (in times)	0.00	0.10	(100%)	The ratio decreased due to repayment/reduction in borrowings during the year
Operating Profit Margin	8.19%	(43.38%)	51.57%	The ratio improved significantly due to new business started during the current year
Net Profit Margin	4.64%	139.97%	(135.33%)	The ratio has declined significantly due to gain on sale of subsidiary in the previous year
Return on Net Worth	0.04%	0.03%	0.01%	The ratio improved significantly due to increase in profit during the current year.

Management Discussion and Analysis (Contd.)

HUMAN RESOURCES

The Company values employee dignity and cultural diversity, fostering empowerment to drive organisational excellence. As of March 31, 2026, the Company has 7 employees.

OUTLOOK

India's domestic consumption and digital commerce environment is expected to remain supportive, with the Economic Survey 2025-26 projecting 6.8-7.2% real GDP growth for 2025-26 and 2026-27.

Against this backdrop, the Company sees opportunities to expand its digital gifting, rewards and loyalty ecosystem across consumer, enterprise and banking use cases. Accordingly, its priorities for upcoming years include further LLC conversions, entering voucher issuance through its group PPI company and expanding into ONDC, merchandise, physical gifting, social commerce and HRMS/LMS-based R&R solutions.

In parallel, the Company plans to broaden its brand network and strengthen its presence across the gifting and rewards ecosystem.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

Expansion of the Digital Gifting Ecosystem

Increasing digital adoption in India, supported by rising internet and smartphone penetration, presents opportunities for Gyftr to expand its digital gifting, rewards and loyalty offerings across consumer, enterprise and banking segments.

Broadening Use Cases for Rewards and Vouchers

The rewards ecosystem is evolving beyond traditional occasions to encompass employee recognition, sales incentives, customer engagement and distributor rewards. This presents opportunities for product diversification and deeper market penetration.

International Expansion

Gyftr's efforts to expand its international footprint, supported by its integrated platform, present opportunities to enter new markets and diversify revenue streams.

Technological Innovation and Strategic Initiatives

The Company's initiatives to enter voucher issuance through its group PPI company, expand into ONDC, merchandise, physical gifting and social commerce, and develop HRMS/LMS-based reward solutions are expected to support its competitive positioning and create additional revenue channels.

Favourable Consumption Environment

Resilient consumer demand, supported by low inflation, stable employment and improving real purchasing power, provides a favourable environment for Gyftr to participate in the growth of the FMCG and services sectors.

THREATS

Intense Competition

The digital gifting and rewards industry remains highly competitive, with multiple players competing for market share. This could exert pressure on Gyftr's growth prospects and pricing strategies.

Regulatory Risks

Changes in regulations governing digital payments, vouchers and loyalty programmes, including evolving compliance requirements, could increase operational complexities and impact the Company's expansion plans.

Technology and Cybersecurity Risks

As a digital platform, Gyftr is exposed to risks arising from technology failures, data breaches and cybersecurity threats, which could compromise customer data, disrupt services and affect stakeholder trust.

Economic Uncertainties

Macroeconomic factors, including inflation, currency fluctuations and economic slowdowns, could adversely affect consumer spending and corporate incentive budgets, thereby impacting demand and revenue growth.

Dependence on Partner Brands and Clients

The Company's platform is dependent on its relationships with retail brands, corporate clients and financial institutions. Any disruption or deterioration in these relationships could adversely affect business operations and growth.

RISKS AND CONCERNS

Regulatory and Compliance Risks

Gyftr operates in a regulated environment, and changes in laws and regulations relating to digital payments, vouchers, loyalty programmes and financial services could impact its operations, compliance costs and strategic initiatives.

Technological Risks

As a technology-driven platform, Gyftr is exposed to risks associated with system failures, cyber-attacks, data breaches and other cybersecurity threats, which could compromise customer data, disrupt services and affect its reputation.

Management Discussion and Analysis (Contd.)

Dependence on Third-Party Partners

The Company's operations and growth are supported by its relationships with retail brands, corporate clients, financial institutions and payment service providers. Any deterioration in these relationships or challenges in onboarding new partners could adversely affect business growth.

Economic and Macroeconomic Risks

Fluctuations in economic conditions, including inflation, currency exchange rates and economic slowdowns, may affect consumer spending, corporate incentive budgets and overall demand for Gyftr's offerings.

SEGMENT AND PRODUCT-WISE INFORMATION

The Company is engaged primarily in gift voucher and rewards business, and accordingly there are no separate reportable segments. The Company had applied for surrender of its Certificate of Registration (CoR) as a Non-Banking Financial Company (NBFC) issued by the Reserve Bank of India (RBI) and the said application was approved by the RBI, pursuant to which the NBFC licence of the Company stands surrendered with effect from March 20, 2026. Accordingly, the Company has changed the presentation of its financial statements from Division III of Schedule III to Division II of Schedule III to the Companies Act, 2013, and the financial statements have been prepared accordingly. Further, the comparative figures for the previous year have also been regrouped/reclassified and presented in accordance with Division II of Schedule III to the Companies Act, 2013. In 2025-26, the Company earned ₹ 396.35 Crores from its Rewards business and ₹ 42 Crores from its Investment & Credit business, compared with ₹ 7.37 Crores earned from the Investment & Credit business in 2024-25.

As the Company has no operations outside India, geographical segment reporting is also not required.

Internal Control Systems and their Adequacy

Gyftr maintains an internal control framework designed to support the orderly and efficient conduct of its operations, safeguard assets, prevent and detect fraud and errors, ensure the accuracy and completeness of accounting records and enable the timely preparation of financial statements.

Cautionary Statement

This Management Discussion and Analysis contains statements concerning the Company's objectives, expectations, projections and future business plans that may constitute forward-looking statements. Such statements are based on assumptions and expectations that are subject to risks, uncertainties and other factors. Actual results may differ materially from those expressed or implied in such statements.

The Company does not undertake to publicly update or revise any forward-looking statements, whether as a result of future events or developments or otherwise, except as may be required under applicable laws and regulations. Readers are advised to exercise caution and not place undue reliance on such statements.

Independent Auditor's Report

To
The Members
Gyftr limited (formerly known as LKP Finance Limited)

Report on the Audit of Standalone Financial Statements

QUALIFIED OPINION

We have audited the accompanying standalone financial statements of GYFTR Limited (Formerly knowns as LKP Finance Limited) ("the Company"), which comprise the balance sheet as at March 31, 2026, the statement of profit and loss (including other comprehensive income), the statement of changes in equity, the statement of cash flows for the year ended and notes to the standalone financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of matter described in the "Basis for Qualified opinion" paragraph of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit (including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

BASIS FOR QUALIFIED OPINION

The Company could not obtain/ receive balance confirmation / term sheet from two lenders aggregating to Rs 3,596.65 lakhs, out of which amount aggregating Rs 1,474.24 Lakhs has written back by the company during the quarter ending September 30, 2025 which was borrowed from M/s Bestride Consultancy Private Limited that had been appearing under borrowings in the financial statements for more than twelve years and the balance amount of ₹ 2,122.40 lakhs pertains to borrowings from Kingfisher Airlines Limited and United Breweries (Holdings) Limited, which had also been appearing under borrowings in the financial statements for more than twelve years and were written back by the Company during the quarter ended December 31, 2025. Therefore, external confirmations as required by Standards on Auditing ("SAs")-505, were not available for verification.

Further, State Bank of India obtained an order from the Debt Recovery Tribunal (DRT), Bangalore against Kingfisher Airlines Limited, United Breweries (Holdings) Limited, and others for recovery of dues. In connection with this, the Company received a garnishee order from the Recovery Officer, DRT, Bangalore, claiming Rs. 2,500 lakhs along with interest, as the financial statements of Kingfisher Finvest India Limited (the lender). The garnishee order relates to borrowings of Rs.2,122.40 lakhs availed by the Company from Kingfisher Finvest India Limited in earlier Year. The Company has contested the claim and deposited Rs.1,126.22 lakhs under protest. Additionally, investments in in mutual funds amounting to Rs.613.85 lakhs have been attached by the Recovery Officer. The matter is currently pending before the Debt Recovery Appellate Tribunal (DRAT), Chennai.

In the absence of external confirmations, pending and outcome of the legal dispute, we are unable to determine whether any adjustments or additional disclosures are required in the accompanying standalone financial statements.

Our opinion for the year ended March 31, 2026 was also modified in respect of the above matter.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility & Sustainability Report, Corporate Governance and Shareholder's Information, does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the Board Report and in doing so, consider whether the Board Report is materially

Independent Auditor's Report

inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITY OF MANAGEMENT FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements

Independent Auditor's Report

may be influenced. We consider quantitative materiality and qualitative factors in (I) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

EMPHASIS OF MATTER

We draw attention to Note 68 to the accompanying Standalone financial statement, which states that the Company discontinued its Non-Banking Financial Company (NBFC) operations during FY 2025–26 and is presently engaged in the business of gift voucher and rewards business. The Company's application for surrender of its NBFC license was approved by the Reserve Bank of India (RBI) vide Order No. RTG-06 dated March 20, 2026, pursuant to which the NBFC license of the Company stands surrendered/cancelled with effect from March 20, 2026

OTHER MATTER

We draw attention to the fact that the comparative financial information for the year ended March 31, 2025 was audited by another auditor, whose report dated May 22, 2025 expressed a qualified opinion on those financial statements

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

a. We have sought, except for the matter described in the "Basis for Qualified Opinion" paragraph above, and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. Except for the effects/possible effects of the matter described in the "Basis for Qualified Opinion" paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. Except for the effects/possible effects of the matter described in the "Basis for Qualified Opinion" paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

f. On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

g. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate report in **Annexure – B** attached herewith.

h. With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the company has not paid/ provided any managerial remuneration covered under Section 197 of the Act to its directors during the year.

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (Refer note 41 of the standalone financial statements).

Independent Auditor's Report

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. An amount of Rs. 6.25 lakhs pertaining to unclaimed dividend, which was due for transfer to the Investor Education and Protection Fund (IEPF) as at March 31, 2026, remains outstanding and has not yet been transferred to the IEPF.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ices), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(is), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (is) and (ii) of Rule 11(e) contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For P A R V And Co.
Chartered Accountants
Firm Registration No.029582N

CA JYOTI RANI
Partner
Membership No. 553495
UDIN: 26553495FZKMIC5727
Place: New Delhi
Date: 29.05.2026

Annexure A
to the Independent Auditor's Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members Gyftr Limited (Formerly known as LKP Finance Limited) on the standalone financial statements as of and for the year ended March 31, 2026.

(I) PROPERTY PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The According to the information and explanation given to us, the Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 6 to the standalone financial statements, are held in the name of the Company

(d) The Company has not revalued its property, plant and equipment including Right of Use assets and intangible assets during the year, being under cost model. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.

(e) There are no proceedings which have been initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable.

(II) INVENTORY AND WORKING CAPITAL

(a) The Company does not have any tangible inventory. Accordingly, the provisions of clause of the order are not applicable.

(b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of pledge of security of investments fixed deposits with banks. The quarterly returns or statements are not required to be filed by the Company and hence, clause 3(ii)(b) of the Order is not applicable.

(III) INVESTMENTS, LOANS OR ADVANCES BY COMPANY

(a) The Company has made, provided guarantees or security, and granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties during the year. in respect of which details given below:

(Amount in Lakhs)

	Guarantees	Loans	Total
Aggregate amount granted/ provided during the year			
Associates	-	23,395.00	23,395.00
Other Related party	-	46,884.76	46,884.76
Others	-	6,065.00	6,065.00
Balance outstanding as at balance sheet date in respect of above cases			
Associates	-	-	-
Other Related party	-	4,110.44	4,110.44
Others	3,000.00	603.87	3,603.87

Annexure A
to the Independent Auditor's Report

(b) According to the information and explanations given to us, in our opinion, the investments made and terms and conditions of loans given during the year are prima facie not prejudicial to the interests of the Company.

(c) In respect of loans granted by the Company, the repayments of principal amounts and interest are generally regular considering the stipulation to repayment except as detailed below:

Name of the entity/ Borrower	Amount in Lakhs	Due Date	Extent of delays (Days) upto 31 March 2026	Nature of transaction	Remarks
Bay Capital Advisors Private Limited	830.00	31th March 2024	451	Principal	Treated as NPA
Khambhalya Laljibhai Samatbhai	20.00	13th April 2024	719	Principal	Treated as NPA
Vivea Holdings and Services Private Limited	84.85	14th February 2025	412	Principal	Treated as NPA

(d) There is no overdue amount in respect of interest receivable and loans granted for more than 90 days except as stated above. The Company has taken reasonable steps for recovery of principal and interest

(e) The Company has not granted any loan, which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans that existed as at the beginning of the year

(f) The loans granted is repayable on demand. The aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is as under:

Particulars	Promoters	Related Parties
Aggregate of Loans/ advances in the nature of loans -Repayable on demand	3,960.44	150.18
Percentage of loans/ advances in the nature of loans to total loans	41.51%	1.57%

(IV) COMPLIANCE WITH SECTION 185 AND 186 OF THE ACT

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investment, guarantees, and securities, as applicable.

(V) DEPOSITS

In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(VI) MAINTENANCE OF COST RECORDS

The Central Government has not specified maintenance of cost records under sub-section (I) of Section 148 Of the Act. in respect Company's product and services. Accordingly. the provisions Of clause 3(vi) Of the Order are not applicable.

(VII) STATUTORY DUES

(a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and service tax provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

Annexure A
to the Independent Auditor's Report

(b) There are no statutory dues referred to in sub-clause (a) above, which have not been deposited by the Company on account of any dispute except below.

Name of the statute	Nature of dues	Amount (in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Department	The Income Tax Act, 1961	Rs. 1425.44	AY 2024-25	The Income Tax Department
The Income Tax Department	The Income Tax Act, 1961	Rs.13.64	AY 2025-26	The Income Tax Department

(VIII) UNRECORDED INCOME

In our opinion and according to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

(IX) LOANS OR OTHER BORROWINGS

(a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) In our opinion and according to the information and explanations given to us, we report that the Company has not been declared willful defaulter by any bank or financial institution or other lender government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

(d) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us, since the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries, associates or joint ventures. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.

(f) According to the information and explanations given to us, since the Company has not raised loans during the year on pledge of securities held in its subsidiaries, associates or joint ventures. Accordingly, the provisions of clause 3(ix)(f) of the Order are not applicable.

(X) FUND RAISED AND UTILIZATION

(a) In our opinion and according to the information and explanations given to us, the Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.

(b) During the year, the Company has issued equity shares by way of a rights issue in accordance with the provisions of Section 62(1)(a) of the Companies Act, 2013. According to the information and explanations given to us and based on our examination of the relevant records, the Company has complied with the applicable provisions of the Companies Act, 2013 in respect of the said issue. Further, the funds raised through the Rights Issue have been utilized for the purposes for which they were raised.

(XI) FRAUD REPORTING

a) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed by the auditors in form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

b) According to the information and explanations given to us, no whistleblower complaint has been received by the Company during the year

Annexure A

to the Independent Auditor's Report

(XII) NIDHI COMPANY

The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(XIII) RELATED PARTIES TRANSACTIONS

In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(XIV) INTERNAL AUDIT

(a) During the year, internal audit has been carried out by the independent firm of Chartered accountants. In our opinion and according to the information and explanations given to us, the scope and coverage is commensurate with the size of the Company and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued during the year and till date, in determining the nature, timing and extent of our audit procedures.

(XV) NON-CASH TRANSACTIONS

In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3(xv) of the Order are not applicable.

(XVI) REGISTRATION UNDER RBI ACT

According to the information and explanations given to us, as at the balance sheet date, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Consequently, reporting under clauses 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company. Further, based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(XVII) CASH LOSSES

The company has not incurred any cash losses in the financial year preceding financial year

(XVIII) AUDITOR RESIGNATION

MGB & Co LLP, Chartered Accountants, the Statutory Auditors of the Company, resigned from their office during the year after completing the statutory audit of the financial statements of the Company for the financial year 2024–25.

(XIX) MATERIAL UNCERTAINTY

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. However, this is not an assurance on future viability of the company.

(XX) CSR COMPLIANCE

According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(XXI) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the company. Accordingly, no comment has been included in respect of said clause under this report.

For **P A R V And Co**.
Chartered Accountants
Firm Registration No.: 029582N

CA JYOTI RANI
Partner
Membership No.: 553495
UDIN: 26553495FZKMIC5727
Place: New Delhi
Date: 29.05.2026

Annexure "B"

to the Independent Auditors' Report on the Financial Statements

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Gyftr Limited (formerly known as LKP Finance Limited)** ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Generally Accepted Accounting Principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

Annexure "B"

to the Independent Auditors' Report on the Financial Statements

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

BASIS FOR QUALIFIED OPINION

According to the information and explanations given to us and based on our audit, material weaknesses have been identified in respect of Independent Confirmations/ term sheets which were not obtained /received from two lenders in respect of borrowings that had remained outstanding in the previous year.

Based on management's assessment that no present obligation existed and that an outflow of economic resources was not probable as at the reporting date. Accordingly, the Company has not recognised any liability in respect of the aforesaid claim and has written back the outstanding loan amount as income in its in its standalone financial statement.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company as at and for the year ended March 31, 2026, and the material weakness has affected our opinion on the standalone financial statements of the Company and accordingly we have issued a Qualified opinion on the standalone financial statements

QUALIFIED OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material the Company has, except for the possible effects of the material weakness described in the 'Basis for qualified opinion' paragraph above on the achievement of the objectives of the controls criteria. the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PARV AND CO.**
Chartered Accountants
Firm Registration No.: 029582N

CA JYOTI RANI
Partner
Membership No.: 553495
UDIN: 26553495FZKMIC5727
Place: New Delhi
Date: 29.05.2026

Standalone Statement of Assets and Liabilities

as at March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

Particular	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	**4**	125.88	4.82
(b) Other Intangible assets	**5**	2,647.64	-
(c) Right of use assets	**5**	-	2.35
(d) Investment Property	**6**	2,189.72	-
(e) Financial Assets			
(i) Investment	**7**	26,025.00	4,850.90
(ii) Loans		-	-
(f) Deferred tax assets (net)	**8**	705.07	-
(g) Other non-current assets	**9**	1,132.83	1,132.68
Total Non-Current Assets		**32,826.14**	**5,990.75**
(2) Current Assets			
(a) Financial Assets			
(i) Investment	**10**	8,608.43	12,944.40
(ii) Loans	**11**	6,408.05	15,718.96
(iii) Trade receivables	**12**	1,458.38	-
(iv) Other Financial Assets	**13**	801.16	125.33
(b) Cash and cash equivalents	**14**	301.06	1,880.08
(c) Bank balances other than (b) above	**15**	227.91	1,866.31
(d) Current Tax Assets (Net)	**16**	-	69.34
(e) Other current assets	**17**	547.68	-
Total Current Assets		**18,352.67**	**32,604.43**
TOTAL ASSETS		**51,178.81**	**38,595.18**
EQUITY AND LIABILITIES			
(1) EQUITY			
(a) Equity share capital	**18**	7,680.83	1,256.86
(b) Other equity	**19**	40,500.09	33,423.13
Total Equity		**48,180.92**	**34,679.99**
LIABILITIES			
(2) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	**20**	109.15	-
(b) Provisions	**21**	30.08	69.23
(c) Deferred tax liabilities (Net)	**8**	-	59.78
Total Non-current liabilities		**139.23**	**129.01**
(3) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	**22**	15.87	3,596.65
(ii) Trade Payable			
(a) total outstanding dues of micro enterprises and small enterprises	**23**	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	**23**	1,247.04	-
(iii) Other Payable			
(a) total outstanding dues of micro enterprises and small enterprises	**24**	-	3.20
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	**24**	83.32	8.25
(iv) Lease liabilities	**25**	-	2.76
(v) Other financial liabilities	**26**	202.33	63.02
(b) Other current liabilities	**27**	80.97	63.36
(c) Current tax liabilities (net)	**28**	1,229.13	48.94
Total Current liabilities		**2,858.66**	**3,786.18**
Total Equity and Liabilities		**51,178.81**	**38,595.18**

Notes forming part of the standalone financial statements **1-74**

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
Director
DIN: 01716987

Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Standalone Statement of Profit and Loss

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

S. No.	Particular	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
I	Revenue from operations	29	39,635.75	-
II	Net gain/(loss) on fair value changes	30	(1,609.72)	(437.64)
III	Other income	31	6,114.99	1,179.69
IV	**Total Income (I+II+III)**		**44,141.02**	**742.05**
	Expenses			
	(i) Purchase of Stock-in-Trade	32	38,974.81	-
	(ii) Finance costs	33	32.84	142.32
	(iii) Fees and commission expense	34	450.51	21.95
	(iv) Impairment on financial instruments	35	403.20	480.00
	(v) Employee benefits expense	36	141.17	346.64
	(vi) Depreciation and amortisation	37	647.94	5.50
	(vii) Other expenses	38	923.42	213.41
V	**Total Expenses**		**41,573.89**	**1,209.82**
VI	**Profit before tax and exceptional item (IV-V)**		**2,567.13**	**(467.78)**
VII	Exceptional item (refer the note 67)		-	1,426.44
VIII	**Profit before tax (IV-V+VII)**		**2,567.13**	**958.66**
	Tax expenses			
	Current tax - Current Year	39	1,467.90	335.68
	- Earlier Year		25.09	(114.26)
	Deferred tax (credit) / charge	39	(764.84)	(295.10)
IX	**Total tax expenses**		**728.14**	**(73.68)**
X	**Profit after tax (VIII-IX)**		**1,838.97**	**1,032.34**
	Other Comprehensive income /(loss)(OCI)			
	Items that will not be reclassified to profit or loss (net of tax)			
	- Remeasurement gains/(losses) on defined benefit plans		1.48	(38.97)
	- Fair value change on equity instruments through other comprehensive income		77.89	(1,237.65)
XI	**Other Comprehensive income/(loss) for the year**		**79.37**	**(1,276.62)**
XII	**Total comprehensive Income for the year (X+XI)**		**1,918.35**	**(244.28)**
XIII	**Earning per equity share (face value of ₹ 10 each)**			
	Basic (in ₹)	48	**2.66**	**1.39**
	Diluted (in ₹)	48	**2.66**	**1.39**

Notes forming part of the standalone financial statements **1-74**

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
Director
DIN: 01716987

Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Standalone Statement of Cash Flow

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

Particular		For the year ended March 31, 2026	For the year ended March 31, 2025
A.	**Cash flow from operating activities**		
	Profit before tax	**2,567.13**	**958.66**
	Adjustments for:		
	Depreciation and amortisation	647.94	5.50
	Interest expenses	32.56	119.10
	Interest income	(2,181.06)	(258.01)
	Dividend income	(13.38)	(151.32)
	Gratuity Expenses	1.34	-
	Gain on Sale of subsidiary- Exceptional item	-	(926.44)
	Net gain/(loss) on fair value changes	1,609.72	437.64
	Impairment on financial instruments	403.20	480.00
	Profit on sale of assets	(298.50)	-
	Operating profit before working capital changes	**2,768.95**	**665.13**
	Adjustments for:		
	Increase / (decrease) in trade payables and other payables	1,318.91	(28.46)
	(Increase) / decrease in financial liabilities	139.32	(75.38)
	(Increase) / decrease in other current liabilities	17.61	(16.84)
	Increase / (decrease) in Other non-current assets	(0.15)	40.43
	Increase / (decrease) in Trade receivables	(1,458.38)	-
	Increase / (decrease) in Other Financial Assets	(628.21)	(8.61)
	Increase / (decrease) in Other current assets	(547.68)	-
	Cash generated from operations	**1,610.37**	**576.29**
	Direct tax paid (net of refunds)	(441.92)	(736.44)
	Net cash from/ (used in) operating activities (A)	**1,168.45**	**(160.15)**
B.	**Cash flow from investing activities**		
	Purchase of Property, plant and equipment including intangible assets	(3,418.16)	(0.37)
	Purchase of Investment Property	(2,189.72)	-
	Proceeds from sale of Fixed Assets	297.00	-
	(Increase)/decrease in Investments	7,581.91	9,995.20
	Investment in Associate	(26,025.00)	-
	Proceeds from the sale of subsidiary	-	4,012.43
	(Increase)/ decrease in bank deposits	1,638.40	7.32
	Interest received	1,562.17	258.01
	Dividend received	13.46	151.32
	(Increase)/decrease in loan	9,714.12	(10,557.92)
	Net cash from/ (used in) investing activities (B)	**(10,825.82)**	**3,865.99**

Standalone Statement of Cash Flow

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
C. Cash flow from financing activities		
Dividend paid	-	-
Payment of lease liabilities	-	(4.92)
Increase / (decrease) in borrowings	(3,471.64)	(1,894.41)
Proceeds of right issue net share issue expenses	11,582.56	-
Interest paid	(32.56)	(118.61)
Net cash from/ (used in) financing activities (C)	**8,078.36**	**(2,017.94)**
Net changes in cash and cash equivalents (A+B+C)	(1,579.01)	1,687.89
Cash and cash equivalents at the beginning of the year	1,880.08	192.19
Cash and cash equivalents at the end of the year	**301.06**	**1,880.08**
Components of cash and cash equivalents		
Cash on hand	0.19	0.05
Balances with bank		
- In Current accounts	184.87	1,880.03
Cheques on hand	116.00	-
Total	**301.06**	**1,880.08**

Notes

1. **Standalone Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 - "Statement of Cash Flows".**

Notes forming part of the standalone financial statements **1-74**

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
Director
DIN: 01716987

Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Standalone Statement of Changes in Equity

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL

	Note	Amount
Balance as at April 01,2024	**18**	**1,256.86**
Changes in equity share capital during the year		-
Balance as at March 31, 2025		**1,256.86**
Changes in equity share capital during the year		6,423.96
Balance as at March 31, 2026		**7,680.82**

The Company has not made any adjustment in equity share capital due to prior period errors.

B. OTHER EQUITY

	Reserves and Surplus				Other Comprehensive Income (OCI)	Total Other Equity
	Securities Premium	General Reserve	Reserve u/s 45-IC of Reserve Bank of India Act, 1934	Retained Earnings	Equity Instruments	
Balance as at April 01,2024	**370.03**	**6,146.06**	**7,823.98**	**16,896.35**	**2,430.99**	**33,667.41**
Profit for the year	-	-	-	1,032.34	-	1,032.34
Remeasurement gains/(losses) on defined benefit plan (net of tax)	-	-	-	(38.97)	-	(38.97)
Other comprehensive income						
Gain /(Loss) on fair value of financial asset measured through other comprehensive income (net of tax)	-	-	-	-	(1,237.65)	(1,237.65)
Total comprehensive income	**-**	**-**	**-**	**993.37**	**(1,237.65)**	**(244.28)**
Dividend paid (Final and interim dividend)	-	-	-	-	-	-
Transfer to reserve fund in terms of Section 45-1C(1) of Reserve Bank of India Act, 1934	-	-	206.47	(206.47)	-	-
Reclassification of gain on sale of equity instruments measured at fair value through other comprehensive income (FVTOCI) (net of tax)				1,385.09	(1,385.09)	-
Balance as at March 31, 2025	**370.03**	**6,146.06**	**8,030.45**	**19,068.34**	**(191.75)**	**33,423.13**
Profit/ (Loss) for the year	-	-	-	1,838.97	-	1,838.97
Remeasurement gains/(losses) on defined benefit plan (net of tax)	-	-	-	-	1.48	1.48
Other comprehensive income / (loss)						**-**
Gain /(Loss) on fair value of financial asset measured through other comprehensive income (net of tax)	-	-	-	-	77.89	77.89
Total comprehensive income / (loss)	**-**	**-**	**-**	**1,838.97**	**79.37**	**1,918.35**
Transfer to reserve fund in terms of Section 45-1C(1) of Reserve Bank of India Act, 1934	-	-	312.78	(312.78)	-	-

Standalone Statement of Changes in Equity

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

	Reserves and Surplus				Other Comprehensive Income (OCI)	Total Other Equity
	Securities Premium	General Reserve	Reserve u/s 45-IC of Reserve Bank of India Act, 1934	Retained Earnings	Equity Instruments	
Issue of right issue	12,289.32	-	-	-	-	12,289.32
Issue of bonus issue	(6,144.66)	-	-		-	(6,144.66)
Share issue expenses	-	-	-	(986.06)	-	(986.06)
Reclassification of gain on sale of equity instruments measured at fair value through other comprehensive income (FVTOCI) (net of tax)	-	-	-	(113.86)	113.86	-
Balance as at March 31, 2026	**6,514.69**	**6,146.06**	**8,343.23**	**19,494.62**	**1.48**	**40,500.09**

Note- Nature and purpose of Reserves

1) Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act , 2013.

2) General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. Items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

3) Statutory Reserve under Section 45-IC of the Reserve Bank of India Act, 1934 (“RBI Act”) represents the reserve created during the period when the Company was registered as a Non-Banking Financial Company (NBFC) pursuant to the provisions of the RBI Act and related regulations applicable thereto. Under the RBI Act, an NBFC was required to transfer an amount not less than 20% of its net profit to such reserve fund before declaration of dividend.

   Pursuant to the surrender/cancellation of the Certificate of Registration (CoR) as an NBFC (refer Note No. 69), the Company is no longer required to create further appropriations to the said reserve. Accordingly, no transfer to the statutory reserve has been made in respect of profits earned for the period from January 2026 to March 2026. However, the balance in the statutory reserve continues to be disclosed as part of equity and shall be utilised only in accordance with the applicable provisions of law."

4) Retained Earnings represent the accumulated earnings net of losses if any made by the Company over the years.

5) Other Comprehensive Income (OCI) includes fair value gain on equity instruments measured at fair value through OCI and remeasurement of defined benefit plan.

6) The Company has not made any adjustment in other equity due to prior period errors.

Notes forming part of the standalone financial statements

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
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Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

1 COMPANY INFORMATION

Gyftr Limited (Formerly known as LKP Finance Limited) ("the Company") is domiciled and incorporated in India, and its equity shares are listed on BSE Limited. During the year, the Company transitioned its principal business activities from the business of finance, including trading in shares, securities and derivatives, to the business of providing digital and physical gifting, reward management, and e-commerce solutions.

Pursuant to the change in the nature of its business operations, the name of the Company was changed from LKP Finance Limited to Gyftr Limited with effect from April 6, 2026. The change in name was approved by the shareholders through a postal ballot on March 15, 2026, and a fresh Certificate of Incorporation was issued by the Registrar of Companies on April 6, 2026. The Company's registered office is located at 203, Embassy Centre, Nariman Point, Mumbai 400021, Maharashtra, India. Accordingly, these Standalone Financial Statements have been prepared considering the Company's current principal business operations. The separate financial statement (hereinafter referred to as "Financial Statements "or "Standalone Financial Statements") of the Company for the year ended March 31, 2026 were authorised for issue by the Board of Directors at the meeting held on May 29, 2026.

2 MATERIAL ACCOUNTING POLICIES

(a) Basis of preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act), read with the Companies (Indian Accounting Standards) Rules,2015 as amended by the companies (Indian Accounting Standards) Amendment Rules,2016 and relevant amendment rules issued there after and other accounting principles generally accepted in India.

These financial statements have been prepared on a going concern basis and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Rounding of amounts

These financial statements are presented in Indian Rupees (INR)/(₹), which is also its functional currency and all values are rounded to the nearest Lakhs as per the requirement of schedule III (except per share data), unless otherwise stated '0' (zero) denotes amount less than thousand.

(b) Presentation of financial statements

The Company presents its Balance Sheet in order of liquidity. The Company prepares and present its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division II of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'. The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature. The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those based on Management's estimates.

(c) Property, plant and equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses if any. Cost comprises the purchase price and any direct attributable cost of bringing the asset to its working condition for its intended use.

(d) Depreciation on property, plant and equipment

Depreciable amount for property, plant and equipment is the cost of an asset or other amount substituted for cost less its estimated residual value. Depreciation on property, plant and equipment is provided on straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

(e) Derecognition of property, plant and equipment

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the Statement of Profit and Loss when the item is derecognised.

(f) Intangible assets

Intangible assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the other intangible assets. Administrative and other general overhead expenses that are specifically attributable to the acquisition of other intangible assets are allocated and capitalised as part of the cost of the other intangible assets. Expenses on software support and maintenance are charged to the standalone statement of profit and loss during the year in which such costs are incurred.

(g) Amortization of intangible assets

The Company assesses the pattern of consumption of the future economic benefits associated with intangible assets at each reporting date. Based on such assessment, the Company amortises intangible assets using the Written Down Value (WDV) method where the pattern of consumption of the future economic benefits is considered to be more appropriately reflected by such method.

(h) Derecognition of intangible assets

The carrying amount of an item of intangible assets is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss with other income or other expense line item on net basis, respectively.

(i) Lease Accounting and Right of Use Assets (ROU)

Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right of Use Assets (ROU)

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are generally depreciated over the lease term on a straight-line basis. The right-of-use assets are also subject to impairment. Refer to the material accounting policies - Impairment of non-financial assets

(b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease

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for the year ended March 31, 2026

payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments).

(c) Short-term leases and leases of low value assets

The Company applies the short-term lease recognition exemption to its short-term leases of rented premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(j) Investment Property

An investment property is measured initially at cost including any transaction cost, if any. The cost of purchased investment property comprises its purchase price and any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The company made investment in Freehold land classified as investment property is carried at cost and is not depreciated, being a non-depreciable asset with an indefinite useful life. The chosen measurement model is applied to all of the entity's investment property.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition. In determining the amount of derecognition from the derecognition of investment properties the Group considers the effects of variable consideration, existence of a material financing component, non-cash consideration, and consideration payable to the buyer (if any).

(k) Impairment of non-financial assets

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

(l) Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity up to three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined as they are considered as integral part of Company's cash management.

(m) Inventories

Inventories comprise E-Gift vouchers held for trading purposes. Inventories are valued at the lower of cost and net realisable value ("NRV"). Net realisable value represents the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.

(n) Fair value measurement

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- **Level 2** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or
- **Level 3** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(I) Financial instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

i Initial recognition

Financial assets are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in the statement of profit and loss.

ii Subsequent measurement

Financial assets are classified into the following specified categories: amortised cost, financial assets at fair value through profit and loss (FVTPL), Fair value through other comprehensive income (FVTOCI). The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

Debt Instrument

Amortised Cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This category generally applies to cash and bank balances, trade receivables, loans and other financial assets

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment, if any. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets.

b. The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other

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comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Fair value through Profit and Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments

The Company measures its equity investments other than in subsidiary/ Associate at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to statement of profit and loss. When the investment is disposed of, the cumulative gain or loss previously accumulated in FVTOCI is transferred from FVTOCI to Retained Earnings.

Investment in subsidiary.

Investment in subsidiary are carried at cost and are not adjusted to fair value at the end of each reporting date. The Company assess at the end of each reporting period, if there are any indications, that the said investment may be impaired. If so the Company estimates the recoverable value/ amount of the investment and provides for impairment, if any, i.e. deficit in the recoverable value over cost.

Investment in Associates

Investments in associates are carried at cost in the standalone financial statements in accordance with **Ind AS 27 – Separate Financial Statements** and are not subsequently measured at fair value at the end of each reporting period.

The Company assess at the end of each reporting period, if there are any indications, that the said investment may be impaired. If so the Company estimates the recoverable value/ amount of the investment and provides for impairment, if any, i.e. deficit in the recoverable value over cost.

Derivative financial instruments

Derivative financial instruments are classified and measured at fair value through profit and loss.

Purchased or originated credit-impaired (POCI) financial assets

POCI financial assets are treated differently because the asset is credit-impaired at initial recognition. For these assets, the Company recognises all changes in lifetime ECL since initial recognition as a loss allowance with any changes recognised in Statement of Profit and Loss. A favourable change for such assets creates an impairment gain.

iii Derecognition of financial assets

A financial asset is derecognised only when

i) The Company has transferred the rights to receive cash flows from the asset or the rights have expired ;

ii) The Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Significant increase in credit risk

The Company monitors all financial assets, issued irrevocable loan commitments and financial guarantee contracts that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than twelve-months ECL. The Company's accounting policy is not to use the practical expedient that financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk. As a result, the Company monitors all financial assets, issued irrevocable loan commitments and financial guarantee contracts that are subject to impairment for significant increase in credit risk.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Company's historical experience and expert credit assessment.

Given that a significant increase in credit risk since initial recognition is a relative measure, a given change, in absolute terms, in the probability of default (PD) will be more significant for a financial instrument with a lower initial PD than compared to a financial instrument with a higher PD.

Definition of default

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

The Company considers the following as constituting an event of default:

- the borrower is past due more than 90 days on any material credit obligation to the Company; or
- the borrower is unlikely to pay its credit obligations to the Company in full.

The definition of default is appropriately tailored to reflect different characteristics of different types of assets.

When assessing if the borrower is unlikely to pay its credit obligation, the Company takes into account both qualitative and quantitative indicators. The information assessed depends on the type of the asset, for example in corporate lending a qualitative indicator used is the admittance of bankruptcy petition by National Company Law Tribunal (NCLT), which is not relevant for retail lending. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counterparty are key inputs in this analysis. The Company uses a variety of sources of information to assess default which are either developed internally or obtained from external sources. The definition of default is applied consistently to all financial instruments unless information becomes available that demonstrates that another default definition

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

is more appropriate for a particular financial instrument.

Write-off

Loans and debt securities are written-off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

Presentation of allowance for ECL in the Balance Sheet

Loss allowances for ECL are presented in the Balance Sheet as follows:

- for financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- for debt instruments measured at FVTOCI: no loss allowance is recognised in the Balance Sheet as the carrying amount is at fair value.
- where a financial instrument includes both a drawn and an undrawn component, and the Company cannot identify the ECL on the loan commitment component separately from those on the drawn component: the Company presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component.

Financial liabilities and equity instruments

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Net Gain/ loss on fair value changes includes the effect of financial instruments held at fair value through Profit or loss (FVTPL) for continuing and discontinuing portfolio.

Financial liabilities

i Classification

Financial liabilities are recognized when Company becomes party to contractual provisions of the instrument. The Company determines the classification of its financial liability at initial recognition. All financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss. The Company classifies all financial liabilities at amortised cost or fair value through profit or loss.

ii Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

i) Financial liabilities measured at amortised cost

ii) Financial liabilities measured at FVTPL (fair value through profit or loss)

i) Financial liabilities measured at amortised cost

After initial recognition, financial liability are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in the statement

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

ii) Financial liabilities measured at fair value through profit or loss

A financial liability is classified as at FVTPL if it is classified as held for trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

iii De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(o) Borrowing costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalised as part of cost of such assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

(p) Provisions, contingent liabilities and contingent assets

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

(q) Revenue recognition

(i) Sale of E-Gift Vouchers

Revenue from sale of e-gift vouchers is recognised in accordance with the principles of Indian Accounting Standards (Ind AS) 115- Revenue from Contracts with Customers The Company acts as a principal in arrangements relating to sale of e-gift vouchers and accordingly recognises revenue on a gross basis. Revenue is recognised on an accrual basis when the performance

Notes to the Standalone Financial Statements
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obligation is satisfied and it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of revenue can be measured reliably.

In cases where the e-gift vouchers remain unredeemed, the Company assesses the likelihood of redemption and recognises breakage income in proportion to the pattern of rights exercised by customers, to the extent it is highly probable that a significant reversal of revenue will not occur. Amounts received in advance for unredeemed vouchers are disclosed as contract liabilities until redemption or expiry of the vouchers.

(ii) Service Revenue

Revenue is recognised on an accrual basis when the performance obligation is satisfied and it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of revenue can be measured reliably.

(iii) Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

(iv) Dividend Income

Dividend income is recognised when the Company's right to receive the payment is established and it is probable that the economic benefits associated with the dividend will flow to the company and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

(v) Net gain/(loss) on fair value changes

The Company designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI). The Company recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL and FVOCI on net basis in profit or loss.

(vi) Loading of card

Revenue from the sale of gift cards is recognised in accordance with Ind **AS 115 – Revenue from Contracts with Customers.** The Company acts as the **principal** in these transactions as it obtains control of the gift cards/vouchers before transferring them to customers and is primarily responsible for fulfilling the obligation to the customer.

(r) Retirement and other employee benefits

(i) The Company operates both defined benefit and defined contribution schemes for its employees.

For defined contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions.

For defined benefit plans, actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are funded.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability/ (asset) comprising actuarial gains and losses (excluding interest on the net defined benefit liability/ (asset)) are recognised in Other Comprehensive Income (OCI). Such remeasurements are not reclassified to the statement of profit and loss, in the subsequent periods.

(ii) Short term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of

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for the year ended March 31, 2026

short term employee benefits expected to be paid in exchange for services rendered as a liability.

(s) Accounting for taxes on income

Tax expense comprises of current and deferred tax.

Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax is recognized in the statement of profit and loss except to the extent that the tax relates to items recognized directly in other comprehensive income or directly in equity.

Deferred tax

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax

Current and deferred tax are recognized as income or an expense in the statement of profit and loss, except to the extent they relate to items that are recognized in other comprehensive income, in which case, the current and deferred tax income / expense are recognised in other comprehensive income.

(t) Earnings per share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except when the results would be anti-dilutive.

(u) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(v) Critical accounting judgment and estimates

The preparation of financial statements requires management to exercise judgment in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. There can be no assurance

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for the year ended March 31, 2026

regarding the final outcome of these legal proceedings.

b. Useful lives and residual values

The Company reviews the useful lives and residual values of property, plant and equipment at each financial year end.

c. Impairment testing

Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered or on more detailed reviews of individually significant balances.

Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

e. Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 46, 'Employee benefits plan'.

3 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. In May 2025, MCAnotified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements. In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments:

   Disclosures, applicable w.e.f. April 1, 2025 - The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that there is no impact in its financial statements

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for the year ended March 31, 2026

4 PROPERTY, PLANT AND EQUIPMENT

Description of Assets		Buildings	Furniture & Fixtures	Vehicles	Office equipment	Computers	Total
I.	**Gross Block**						
	Balance as at April 01, 2024	**1.54**	**0.44**	**4.15**	**-**	**2.79**	**8.93**
	Additions during the year	-	-	-	0.37	0.29	0.66
	Disposals/Adjustment/Deductions	-	-	-	-	-	-
	Balance as at March 31, 2025	**1.54**	**0.44**	**4.15**	**0.37**	**3.08**	**9.59**
	Additions during the year	-	-	155.40	0.12	1.10	156.62
	Disposals/Adjustment/Deductions	1.54	-	-	-	-	1.54
	Balance as at March 31, 2026	**-**	**0.44**	**159.55**	**0.49**	**4.18**	**164.66**
II.	**Accumulated Depreciation**						
	Balance as at April 01, 2024	**0.04**	**0.06**	**1.69**		**1.81**	**3.60**
	Additions during the year	-	0.04	0.49	0.06	0.56	1.15
	Disposals/Adjustment/Deductions	-	-	-	-	-	-
	Balance as at March 31, 2025	**0.04**	**0.10**	**2.18**	**0.06**	**2.37**	**4.75**
	Additions during the year	-	0.04	33.21	0.12	0.67	34.04
	Disposals/Adjustment/Deductions	0.04	-	-	-	0.07	0.11
	Balance as at March 31, 2026	**-**	**0.14**	**35.39**	**0.18**	**2.97**	**38.67**
	Net block						
	As at March 31, 2026	**-**	**0.30**	**124.16**	**0.31**	**1.12**	**125.88**
	As at March 31, 2025	**1.50**	**0.34**	**1.97**	**0.30**	**0.71**	**4.82**

5 OTHER INTANGIBLE ASSET AND RIGHT OF USE ASSETS

		Intangible Assets	Right of use assets	Total
I.	**Gross Block**			
	Balance as at April 01, 2024	**-**	**13.02**	**13.02**
	Additions during the year	-	-	-
	Disposals/Adjustment/Deductions	-	-	-
	Balance as at March 31, 2025	**-**	**13.02**	**13.02**
	Additions during the year	3,261.54	-	3,261.54
	Disposals/Adjustment/Deductions	-	13.02	13.02
	Balance as at March 31, 2026	**3,261.54**	**-**	**3,261.54**
II.	**Accumulated Amortisation**			
	Balance as at April 01, 2024	**-**	**6.33**	**6.33**
	Additions during the year	-	4.34	4.34
	Disposals/Adjustment/Deductions	-	-	-
	Balance as at March 31, 2025	**-**	**10.67**	**10.67**
	Additions during the year	613.90	-	613.90
	Disposals/Adjustment/Deductions	-	10.67	10.67
	Balance as at March 31, 2026	**613.90**	**-**	**613.90**
	Net block			
	As at March 31, 2026	**2,647.64**	**-**	**2,647.64**
	As at March 31, 2025	**-**	**2.35**	**2.35**

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

6 INVESTMENT PROPERTY

Particular	March 31, 2026	March 31, 2025
Measured at cost		
Freehold land at Jaipur		
Opening Balance	**-**	**-**
Additions during the year	2,189.72	-
Disposals/Transfers	-	-
Impairment	-	-
Balance as at March 31, 2026	**2,189.72**	**-**
Total	**2,189.72**	**-**

7 INVESTMENTS

Particular	March 31, 2026	March 31, 2025
A) Unquoted equity share		
(i) Measured at amortised cost - Associate Company		
Equity shares of face value of ₹ 10 each		
5,20,500 (2025 :Nil) Mufinpay Payment Solutions Private Limited	26,025.00	-
(ii) Investment carried at Fair value through other comprehensive income		
Equity shares of face value of ₹ 10 each		
Nil (2025 : 350,000) SAMCO Ventures Private Limited	-	368.94
Nil (2025 : 20,44,628) Care Health Insurance Limited (formerly known as Religare Health Insurance Co Limited)	-	3,271.40
Nil (2025 : 5,600) The Hindustan Times Limited	-	39.20
Nil (2025: 4,381) Nivaata System Private Limited	-	262.86
Nil (2025 : 2,550) Avision Systems private Limited	-	675.92
Nil (2025 : 1,00,000) Hinduja leyland Finance Limited	-	232.58
B) Unquoted Preference Share		
Preference shares of ₹ 100 each		
Investment carried at Fair value through other comprehensive income		
Nil(2025 : 5,00,000) of Atcom Limited	-	-
Total	**26,025.00**	**4,850.90**
Out of above		
In India	26,025.00	4,850.90
Outside India	-	-
Aggregate book value / market value of quoted investments	-	-
Aggregate book value of unquoted investments	26,025.00	4,850.90
Aggregate market value of quoted investments	-	-
Aggregate market value of unquoted investments	26,025.00	4,850.90

*For related party transactions refer note 47

8 DEFERRED TAX ASSETS (NET)

Particular	March 31, 2026	March 31, 2025
Deferred tax liabilities/ (assets)		
Difference in Right-of-use assets and lease liabilities	-	(0.10)
Allowance for credit losses	(263.62)	(162.14)
Fair valuation of financial instruments	(426.73)	222.02
Property , plant and equipment and other intangible assets	(14.72)	-
Total	**(705.07)**	**59.78**

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

9 OTHER NON-CURRENT ASSETS

Particular	March 31, 2026	March 31, 2025
Defined Benefit Asset -'Gratuity (refer note 46)	6.61	6.47
Deposit with Debt Recovery Tribunal (DRT) (Refer note 41 b)	1,126.22	1,126.22
Total	**1,132.83**	**1,132.68**

10 INVESTMENTS

Particular	March 31, 2026	March 31, 2025
(A) Investment in Equity Instruments		
Investments in equity Share- quoted		
Investment carried at Fair value through profit and loss		
Equity shares of face value of ₹ 10 each		
1,10,400 (2025: Nil) Abram Food Limited	65.14	-
20,539 (2025: Nil) Advance Agrolife Limited	17.89	-
100 (2025: Nil) Jolly Plastic Industries Ltd.	0.02	-
1,88,768 (2025: Nil) Moneyboxx Finance Ltd	112.56	-
5,525 (2025: Nil) Rodium Realty Ltd	8.84	-
4,800 (2025: Nil) Share Samadhan Limited	1.74	-
87 (2025: Nil) Shrinagar House of Mangalsura Ltd	0.15	-
27,442 (2025: Nil) Sirca Paints India Limited	111.66	-
1,41,187 (2025: Nil) The Byke Hospitality Ltd	38.93	-
1,82,336 (2025: Nil) Vibhor Steel Tubes Limited	188.51	-
Nil (2025: 92,500) Religare Enterprises Limited	-	217.28
Nil (2025 : 28,100) Central Bank Of India	-	11.99
Nil (2025 : 1,86,000) IDFC First Bank Limited	-	102.21
20,05,000 (2025 :10,00,000) Spice jet Limited	200.49	443.40
Nil (2024 : 1,50,000) Valor Estate Limited	-	226.13
Nil (2025 : 5,84,000) RBL Bank Limited	-	1,015.28
Nil (2025 :1,50,000) Bajaj Housing Finance Limited	-	184.88
Nil (2025 : 2,50,000) Rattanindia Power Limited	-	24.50
Nil (2025 : 3,04,750) Indian Oil Corporation Limited	-	389.32
Equity shares of face value of ₹ 5 each		
Nil (2024: 8,871) Prime Securities Limited	-	21.35
Nil (2025 : 259) Ceigall India Limited	-	0.66
Equity shares of face value of ₹ 2 each		
Nil (2025: 3,00,000) Jyoti Structure Limited	-	51.15
Nil (2025: 50,000) DCW Limited	-	38.87
Nil (2025: 25,000) Embassy Developments Limited	-	28.95
1,07,939 (2025: Nil) Indiabulls Limited	10.04	-
5,016 (2025: Nil) Nazara Technologies Limited	11.91	-
10,000 (2025: Nil) TARC Ltd	11.41	-
Equity shares of face value of Re 1 each		
Nil (2025 : 18,75,000) South India Bank Limited	-	432.56
Nil (2024 :12,50,000) Systematix Corporate Services Limited	-	1,754.13
Nil (2025: 12,50,000) Infibeam Avenues Limited	-	207.13
Nil (2025: 2,50,000) Bajaj Hindusthan Sugar Limited	-	48.78
Nil (2025: 50,000) Edelweiss Financial Services Limited	-	44.76
Nil (2024: 2,00,000) ITC Limited	-	819.60

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

Particular		March 31, 2026	March 31, 2025
	Nil (2025: 5,00,000) Lloyds Enterprises Limited	-	221.95
	Nil (2025: 28089) Odigma Consultancy Solutions Limited	-	10.67
	300 (2025: Nil) Integrated Industries Ltd	0.11	-
	1,28,140 (2025: Nil) Marson Limited	165.25	-
	Investments in equity Share- Unquoted		
	Investment carried at Fair value through profit and loss		
	41,700 (2025: Nil) 9M India Limited	500.40	-
	7,25,847 (2025: Nil) Kalyani Steels Ltd	360.00	-
	10,000 (2025: Nil) Prisma Globle Limited	800.00	-
(B)	**Investments in Government securities *** **		
	Investment carried at Fair value through profit and loss		
	Nil (2025 : 5,00,000) 5.22% Government of India 2025 face value of ₹ 100 each	-	504.95
	Nil (2025 : 5,00,000) 5.15% Government of India 2025 face value of ₹ 100 each	-	501.35
(C)	**Investments in debentures or bonds**		
	Investment carried at Fair value through profit and loss		
	Nil (2025: 17)8.40% IREDA Perpetual face value of ₹1,00,00,000 each		1,726.01
	40 (2025: Nil) Earlysalary Services Private Limited NCD face value of ₹100,000	39.94	-
	1000 (2025: Nil) IFL Finance Limited NCD face value of ₹10,000	86.87	-
	5000 (2025: Nil) IFL Finance Limited NCD face value of ₹10,000	500.00	-
	849 (2025: Nil) Navi Finserv Limited NCD face value of ₹10,000	84.58	-
	100 (2025:Nil) Regency Fincorp Limited NCD face value of ₹100,000	97.76	-
	8 (2025:Nil) Silver Line Homes Private Limited NCD face value of ₹25,00,000	197.10	-
	24 (2025: Nil)18% Finagle Financial Services Private Limited NCD face value of ₹ 62,50,000	1,384.94	-
	849 (2025: Nil) 21% Finagle Financial Services Private Limited NCD face value of ₹ 100,00,000	2,500.00	-
(D)	**Investment in Mutual Funds**		
	Investment in Mutual Funds- Quoted		
	Investment carried at Fair value through profit and loss		
	Face value of ₹ 1,000 each**	631.85	3,115.04
	Face value of ₹ 100 each	-	801.52
(E)	**Investments In Alternate Investment Funds (AIF)- unquoted**		
	Investment carried at Fair value through profit and loss		
	7,96,484.19(2025: Nil) Viney Growth Fund	480.34	-
	Total	**8,608.43**	**12,944.40**
	Out of above		
	In India	8,608.43	12,944.40
	Outside India	-	-
	Aggregate book value / market value of quoted investments	6,948.03	12,944.40
	Aggregate book value of unquoted investments	1,660.40	-
	Aggregate market value of quoted investments	6,948.03	12,944.40
	Aggregate market value of unquoted investments	1,660.40	-

** Mutual fund of ₹ 631.85 Lakhs (2025 : 595.12 Lakhs) is attached by the recovery officer. (refer note 41(b))

*** are marked as lien against derivative transaction in previous year

* For related party transactions refer note 47

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

11 LOANS

Particular	March 31, 2026	March 31, 2025
At amortised cost		
Considered good - unsecured*	2,248.13	16,293.96
Inter corporate deposit*	4,159.92	-
Significant increase in credit risk	1,017.35	410.00
Less: Impairment loss allowance	1,017.35	410.00
	6,408.05	**16,293.96**
Others		
Credit impaired financial assets acquired from banks and financial institutions	-	165.00
Less: Impairment loss allowance	-	165.00
Less: Impairment loss allowance	-	575.00
Total	**6,408.05**	**15,718.96**
Out of above		
In India	6,408.05	15,718.96
Outside India	-	-

*For related party transactions refer note 47

12 TRADE RECEIVABLES

Particular	March 31, 2026	March 31, 2025
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured*	1,458.38	-
Trade Receivables which have significant increase in Credit Risk; and	-	-
Trade Receivables - credit impaired.	-	-
Less: Allowance for bad and doubtful debts	-	-
Total	**1,458.38**	**-**

*For related party transactions refer note 47

Trade Receivable Ageing Schedule as on March 31, 2026

Particular		Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
i)	Undisputed Trade receivables — Unsecured considered good	1,458.38	-	-	-	-	1,458.38
ii)	Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
iii)	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
iv)	Disputed Trade Receivables— considered good	-	-	-	-	-	-
v)	Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
vi)	Disputed Trade Receivables —credit impaired	-	-	-	-	-	-
Total		**1,458.38**	**-**	**-**	**-**	**-**	**1,458.38**

Trade Receivable Ageing Schedule as on March 31, 2025

Particular		Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
i)	Undisputed Trade receivables — Unsecured considered good	-	-	-	-	-	-
ii)	Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
iii)	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

Particular	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
iv) Disputed Trade Receivables— considered good	-	-	-	-	-	-
v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables —credit impaired	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**

13 OTHER FINANCIAL ASSETS

Particular	March 31, 2026	March 31, 2025
Security Deposits- others	3.54	14.11
Other advances*	750.00	111.22
Interest Receivables	47.54	-
Dividend Receivable	0.08	-
Total	**801.16**	**125.33**

*For related party transactions refer note 47

14 CASH AND CASH EQUIVALENTS

Particular	March 31, 2026	March 31, 2025
Balances with bank		
- In Current accounts #	184.87	1,880.03
Cheques on hand	116.00	-
Cash on hand	0.19	0.05
Total	**301.06**	**1,880.08**

₹ Nil Lakhs(2025: ₹ 1,634.44 Lakhs) including interest is marked as lien against cash credit and bank overdraft taken from bank

15 BANK BALANCES OTHER THAN (B) ABOVE

Particular	March 31, 2026	March 31, 2025
Unpaid dividend accounts	35.73	35.73
Earmarked balance with bank against bank deposits*	192.18	1,829.31
Balance with bank account -in deposit account	-	1.27
Total	**227.91**	**1,866.31**

*₹ 192.18 Lakhs (2025: ₹ 194.87 Lakhs) including interest lien marked against bank guarantee given to Government Authority. (refer note 41a)

16 CURRENT TAX ASSETS (NET)

Particular	March 31, 2026	March 31, 2025
Advance direct tax (net of provisions)	-	69.34
Total	**-**	**69.34**

17 OTHER CURRENT ASSETS

Particular	March 31, 2026	March 31, 2025
Prepaid expenses	1.44	-
Balance with Government Authorities	546.24	-
Total	**547.68**	**-**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

18 EQUITY SHARE CAPITAL

Particular	March 31, 2026	March 31, 2025
Equity Share capital		
Authorised*		
11,00,00,000 (2025:20,000,000) Equity Shares of ₹ 10/- each	11,000.00	2,000.00
	11,000.00	**2,000.00**
Issued, subscribed and fully paid up		
7,68,08,250 (2025:12,568,623) Equity Shares of ₹ 10/- each	7,680.83	1,256.86
	7,680.83	**1,256.86**

*Authorised share capital of 2026: ₹ 1,000 Lakhs (2025: ₹ 1,000 Lakhs); consisting of Redeemable Cumulative Preference shares of ₹ 10 each is not considered above in accordance with the requirement of Ind AS.

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

	31 March 2026		31 March 2025	
	Number of Equity shares	(₹ in Lakhs)	Number of Equity shares	(₹ in Lakhs)
At the beginning of the year	12,568,623	1,256.86	12,568,623	1,256.86
Changes during the year	64,239,627	-	-	-
Outstanding at the end of the year	**76,808,250**	**1,256.86**	**12,568,623**	**1,256.86**

b) Terms/rights attached to equity shares

i) The Company has issued only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) There are no shares issued for consideration other than cash and shares bought back during five years immediately preceding March 31, 2026.

d) On October 11, 2025 company has allotted 27,93,027 equity shares of face value of ₹ 10 each at and issue price of 450 per share under right issue basis.

e) During the year, The Company has issued bonus shares to its existing shareholders in the ratio of 4:1.

f) Change in Management control

Pursuant to the Share Purchase Agreement dated August 28, 2024, entered between the Promoters, the Company and the Acquirers i.e. Hindon Mercantile Limited ("HML") and Mr. Kapil Garg ("KG"), the Promoters agreed to sell 5,696,312 equity shares, representing 45.32% of the issued and paid-up equity share capital of the Company, to the Acquirers.

The transaction, including the change in control and management, received the requisite approval from the Reserve Bank of India (RBI) on January 13, 2025, in terms of the Master Direction – RBI (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023.

Post approval from the RBI, the Acquirers made a Public Announcement on January 24, 2025, for an Open Offer to acquire up to 3,267,845 equity shares (representing 26.00% of the Voting Share Capital of the Company) from public shareholders, in accordance with Regulations 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments.

As of March 31, 2025, the Acquirers have collectively acquired 6,443,295 equity shares, constituting 51.26% of the Company's issued and paid-up equity share capital, as detailed below:

- 4,429,502 equity shares (35.24%) were transferred from the Promoters to HML;

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

- 16,725 equity shares (0.14%) were transferred from the Promoters to Mr. Kapil Garg;
- 1,997,068 equity shares were acquired by HML through the Open Offer;

Out of the 5,696,312 equity shares agreed to be sold under the Share Purchase Agreement 1,250,085 equity shares transferred to Hindon Mercantile Limited (Holding Company) in 2025-26.

g) Details of shareholders holding more than 5% shares in the Company

	31 March 2026		31 March 2025	
	Number of shares	% Holding	Number of shares	% Holding
Hindon Mercantile Limited	38,383,275	49.97%	6,426,570	51.13%
Mahendra V Doshi	-	0.00%	1,149,363	9.14%
	38,383,275	49.97%	7,575,933	60.28%

h) Shareholding of promoters

Shares held by promoters at the end of the year	31 March 2026		31 March 2025		% of Change
Promoter Name	Number of Shares	% of total shares	Number of Shares	% of total shares	During the year
Hindon Mercantile Limited	38,383,275	49.97%	-	-	100.00%
Kapil Garg	83,625	0.11%	-	-	100.00%
Mahendra Vasantrai Doshi	-	-	1,149,363	9.14%	-100.00%
Pratik M Doshi	-	-	100,722	0.80%	-100.00%

19 OTHER EQUITY

Particular	March 31, 2026	March 31, 2025
Securities Premium		
As per last balance sheet	12,659.35	370.03
Issue of bonus issue	(6,144.66)	-
	6,514.69	**370.03**
General Reserve		
As per last balance sheet	6,146.06	6,146.06
	6,146.06	**6,146.06**
Reserve u/s 45-IC of Reserve Bank of India Act, 1934		
As per last balance sheet	8,030.45	7,823.98
Add: Transfer from Retained Earnings	312.78	206.47
	8,343.23	**8,030.45**
Retained Earnings		
As per last balance sheet	19,068.34	16,896.35
Profit for the year	1,838.97	1,032.34
Remeasurement gains/(losses) on defined benefit plans	-	(38.97)
Transfer to reserve u/s 45-IC of Reserve Bank of India Act, 1934	(312.78)	(206.47)
Transfer on account of Reclassification of gain on sale of equity instruments measured through other comprehensive income	(113.86)	1,385.09
Dividend paid (Final and interim dividend)	-	-
Share issue Expenses	(986.06)	-
	19,494.62	**19,068.34**
Equity Instruments at fair value through other comprehensive income		
As per last balance sheet	(191.75)	2,430.99
Gain /(Loss) on fair value of financial asset measured through other comprehensive income (net of tax)	77.89	(1,237.65)
- Remeasurement gains/(losses) on defined benefit plans	1.48	-
Transfer on account of Reclassification of gain on sale of equity instruments measured through other comprehensive income to Retained Earning.	113.86	(1,385.09)
	1.48	**(191.75)**
Total Other Equity	**40,500.09**	**33,423.13**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

20 BORROWINGS

Particular	March 31, 2026	March 31, 2025
Secured - At Amortised cost		
Term Loans - from Bank (refer the note 20.1)	125.02	-
Less: Current maturities of Non-Current Borrowings	15.87	-
Total	**109.15**	**-**

20.1 The term loan from Indian Overseas Bank amounting to ₹ 125.02 Lakhs (2025: Nil) is secured by way of hypothecation of the respective vehicles financed by the Bank. The loan is repayable in equated monthly instalments together with 7.85% (RLLR-0.50% where RLLR is 8.35%) rate of interest, in accordance with the terms of sanction.

20.2 The Company has used the borrowings from banks and financial institution for the purpose for which it was taken.

21 PROVISIONS

Particular	March 31, 2026	March 31, 2025
Provision for standard assets	30.08	69.23
Total	**30.08**	**69.23**

22 BORROWINGS

Particular	March 31, 2026	March 31, 2025
At Amortised cost		
A. Loans repayable on demand		-
From Other Parties (refer the not 22.1 &22.2)	-	3,596.65
B. Current maturities of Non-Current Borrowings (Refer Note 20)	15.87	-
Total	**15.87**	**3,596.65**

22.1 Borrowings of ₹ Nil Lakhs (2025: 3,596.65 Lakhs) is considered interest free and repayable on demand in the absence of term sheet and confirmation (refer note 41b).

22.2 During the year, the Company has written back outstanding loan liabilities pertaining to M/s Kingfisher Finvest India Limited and M/s Bestride Consultancy Private Limited, which had been appearing under borrowings in the financial statements for more than twelve years.

Based on management's detailed assessment and in the absence of any claim, demand, or correspondence from the respective lenders over an extended period, it was concluded that no present obligation exists as at the reporting date. Accordingly, the aforesaid liabilities have been derecognized in accordance with the requirements of Indian Accounting Standards, which permits derecognition of a financial liability upon extinguishment of the obligation.

Consequently, the amounts written back have been recognised under "Other Income – Write-back of Loan Liabilities" in the Statement of Profit and Loss for the year ended March 31, 2026.

23 TRADE PAYABLE

Particular	March 31, 2026	March 31, 2025
i) Total outstanding dues of micro enterprises and small enterprises	-	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises*	1,247.04	-
Total	**1,247.04**	**-**

*For related party transactions refer note 47

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

Trade Payables ageing schedule as at March 31, 2026

Particular		Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
i)	MSME	-	-	-	-	-
ii)	Other	1,247.04	-	-	-	1,247.04
iii)	Disputed dues- MSME	-	-	-	-	-
iv)	Disputed dues- other	-	-	-	-	-
Total		**1,247.04**	**-**	**-**	**-**	**1,247.04**

Trade Payables ageing schedule as at March 31, 2025

Particular		Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
i)	MSME	-	-	-	-	-
ii)	Other	-	-	-	-	-
iii)	Disputed dues- MSME	-	-	-	-	-
iv)	Disputed dues- other	-	-	-	-	-
Total		**-**	**-**	**-**	**-**	**-**

24 OTHER PAYABLE

Particular		March 31, 2026	March 31, 2025
i)	Total outstanding dues of micro enterprises and small enterprises-other Payable	-	3.20
ii)	Total outstanding dues of creditors other than micro enterprises and small enterprises	83.32	8.25
Total		**83.32**	**11.45**

Other Payable ageing schedule as at March 31, 2026

Particular		Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
i)	MSME	-	-	-	-	-
ii)	Other	83.32	-	-	-	83.32
iii)	Disputed dues- MSME	-	-	-	-	-
iv)	Disputed dues- other	-	-	-	-	-
Total		**83.32**	**-**	**-**	**-**	**83.32**

Other Payable ageing schedule as at March 31, 2025

Particular		Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
i)	MSME	3.20	-	-	-	3.20
ii)	Other	8.25	-	-	-	8.25
iii)	Disputed dues- MSME	-	-	-	-	-
iv)	Disputed dues- other	-	-	-	-	-
Total		**11.45**	**-**	**-**	**-**	**11.45**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

25 LEASE LIABILITIES

Particular	March 31, 2026	March 31, 2025
Lease liabilities	-	2.76
Total	**-**	**2.76**

26 OTHER FINANCIAL LIABILITIES

Particular	March 31, 2026	March 31, 2025
Unclaimed dividends #	35.73	35.73
Employee benefit payable	18.10	27.29
Security deposit	130.00	-
Interest accrued but not due	7.75	-
Advance Processing fees	4.46	-
Expenses payable	6.30	-
Total	**202.34**	**63.02**

There are no undisputed amounts which are due and remained unpaid to Investor Education and Protection Fund as at the balance sheet date.

27 OTHER CURRENT LIABILITIES

Particular	March 31, 2026	March 31, 2025
Statutory dues payable	80.97	24.16
Advance received against sale of investment*	-	39.20
Total	**80.97**	**63.36**

*For related party transactions refer note 47

28 CURRENT TAX LIABILITIES (NET)

Particular	March 31, 2026	March 31, 2025
Provision for tax (net of advance tax)	1,229.13	48.94
Total	**1,229.13**	**48.94**

29 REVENUE FROM OPERATIONS

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of Gift Voucher	39,254.57	-
Service Billing	4.24	-
Commission Income	376.94	-
Total	**39,635.75**	**-**

30 NET GAIN/(LOSS) ON FAIR VALUE CHANGES

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Net gain/ (loss) on financial instruments at fair value through profit or loss (FVTPL)		
Realised gain/(loss) (net) on securities held for trade at FVTPL	1,673.23	(954.60)
Unrealised gain/(loss) (net) on securities held for sale at FVTPL	(3,282.95)	516.96
Total	**(1,609.72)**	**(437.64)**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

31 OTHER INCOME

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Dividend Income	13.38	151.32
Profit on sale of assets	298.50	-
Processing Fees & Document Charges	22.29	-
Interest on Loan	1,725.68	760.85
Interest on Fixed Deposit	50.60	115.34
Interest on Investment	404.78	142.67
Income from stock lending and borrowings mechanism	-	4.44
Income from Alternate investment fund (AIF)	-	1.97
Interest on income tax refund	-	3.05
Unwinding of discount on security deposit	-	0.04
Miscellaneous Income	3.10	-
Loans written off	3,596.65	-
Total	**6,114.99**	**1,179.69**

32 PURCHASE OF STOCK-IN-TRADE

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchase of Gift Voucher	38,971.14	-
Service Charges	3.67	-
Total	**38,974.81**	**-**

33 FINANCE COSTS

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on borrowings	23.76	112.00
Interest on lease liabilities	-	0.49
Interest others	7.46	6.61
Other financial charges	1.34	23.22
Interest on Income Tax/TDS	0.28	-
Total	**32.84**	**142.32**

34 FEES AND COMMISSION EXPENSE

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Commission and brokerage	450.51	21.95
Total	**450.51**	**21.95**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

35 IMPAIRMENT ON FINANCIAL INSTRUMENTS

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Impairment / (Reversal of Impairment) on financial instruments		
At amortised cost		
Loan - Standard assets	(39.15)	30.00
Loan - Substandard/ doubtful assets	442.35	-
Bad Debt Written Off	-	450.00
Total	**403.20**	**480.00**

36 EMPLOYEE BENEFITS EXPENSE

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries and other allowances*	108.99	339.38
Contribution to provident and other funds	0.49	2.68
Gratuity expenses	1.34	2.39
Director remuneration	30.00	-
Staff welfare expenses	0.35	2.19
Total	**141.17**	**346.64**

*For related party transactions refer note 47

37 DEPRECIATION AND AMORTISATION

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on property, plant and equipment	34.04	1.16
Amortisation on intangible Assets	613.90	-
Amortisation on right of use assets	-	4.34
Total	**647.94**	**5.50**

38 OTHER EXPENSES

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Rent	104.23	6.98
Rates and taxes	396.21	6.28
Electricity expenses	0.57	3.69
Repairs and maintenance - others	0.51	2.34
Communication expenses	0.29	5.31
Printing and stationery	20.99	1.53
Directors sitting fees	3.83	16.00
Payments to auditors (refer note 43)	5.93	13.33
Legal and professional charges	305.12	39.50
IT Expenses	0.26	-
Travelling and conveyance expenses	9.18	16.70
Corporate social responsibility expenses (refer note 51)	51.00	95.57
Donation	2.01	-
Miscellaneous expenses	23.29	6.18
Total	**923.42**	**213.41**

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

39 TAX EXPENSE

(a) The major components of income tax for the year are as under:

i) Income tax related to items recognised directly in the statement of profit and loss

Particular	March 31, 2026	31 March 2025
Current tax		
Current tax on profits for the year - current year	1,467.90	335.68
Tax adjustment earlier years		
- earlier year	25.09	(114.26)
Deferred tax (Credit) / Charge	(764.84)	(295.10)
Total	**728.15**	**(73.68)**
Effective tax rate#	**28.36%**	**15.75%**

#A reconciliation of income tax expense applicable to profit before income tax at statutory rate to the income tax expense at Company's effective income tax rate for the year ended March 31, 2026.

ii) Deferred tax related to items recognised in the other comprehensive income (OCI) during the year

Particular	March 31, 2026	March 31, 2025
Fair value change on equity instruments through other comprehensive income	-	623.07
Deferred tax on remeasurement (gains)/losses on defined benefit plan	-	-
Deferred tax charged to OCI	**-**	**623.07**

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particular	March 31, 2026	March 31, 2025
Accounting Profit before tax	**2,567.13**	**(467.78)**
Income tax expense calculated at corporate tax rate	646.09	(117.73)
Tax effect on non-deductible expenses and unabsorbed losses	56.96	158.31
Current tax -earlier period	25.09	(114.26)
Tax expense recognised in the statement of profit and loss	**728.15**	**(73.69)**

The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.168 % for the year ended March 31, 2026 and 25.168 % for the year ended March 31, 2025.

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so. For analysis of the deferred tax balances (after offset) for financial reporting purposes refer note 8.

(c) Deferred tax relates to the following:

Reconciliation of deferred tax (assets) / liabilities net:	March 31, 2026	31 March 2025
Opening balance	59.78	977.94
Recognised in other comprehensive income		-
Fair valuation of financial instruments	(101.48)	(910.64)
Allowances for credit losses	(648.75)	(7.55)
Difference in Right-of-use assets and lease liabilities	0.10	0.02
Property, plant and equipment and other intangible assets	(14.72)	-
Total	**(705.06)**	**59.78**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

Deferred tax recognised in statement of profit or loss

Particular	March 31, 2026	31 March 2025
Fair valuation of financial instruments	(101.48)	(287.57)
Allowances for credit losses	(648.75)	(7.55)
Difference in Right-of-use assets and lease liabilities	0.10	0.02
Property, plant and equipment and other intangible assets	(14.72)	
Total	**(764.84)**	**(295.10)**

Deferred tax recognised in statement of Other Comprehensive Income

Particular	March 31, 2026	31 March 2025
Fair valuation of financial instruments	-	(623.07)
Total	**-**	**(623.07)**

40 LEASES

For short-term leases (lease term of twelve months or less) and leases of low-value assets, the Company has opted to recognise a lease expense on a straight-line basis as permitted by Ind AS 116. This expense is presented within 'other expenses' forming part of the Financial Statements. Lease rentals of ₹104.23 Lakhs (2025: ₹ 6.98 Lakhs) pertaining to short term leases and low value asset has been charged to statement of profit and loss.

Right-of-use assets- Disclosures as per Ind AS 116 "Leases"

a) Right-of-use assets (ROU) comprises leased assets of office/branch premises that do not meet the definition of investment property.

Particular	March 31, 2026	31 March 2025
Opening Balance	**2.35**	**6.69**
Additions during the year	-	-
Deletion during the year (net)	(2.35)	-
Depreciation during the year	-	4.34
Closing Balance	**-**	**2.35**

The aggregate depreciation expense on right-of-use asset is included under depreciation and amortisation expense in the Statement of Profit and Loss.

b) **The following is the break-up of current and non-current lease liabilities**

Particular	March 31, 2026	31 March 2025
Current	-	2.76
Non current	-	-
Closing Balance	**-**	**2.76**

c) **The following is the movement in lease liabilities**

Particular	March 31, 2026	31 March 2025
Opening Balance	**2.76**	**7.20**
Additions during the year	-	-
Finance cost incurred during the year	-	0.49
Payment of lease liabilities	2.76	4.92
Closing Balance	**-**	**2.76**

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

d) Lease liabilities maturity analysis

Particular	March 31, 2026	31 March 2025
Maturity analysis - contractual undiscounted cash flows		
Less than one year	-	2.84
One to five years	-	-
More than five years	-	-
Total undiscounted lease liabilities	**-**	**2.84**

41 CONTINGENT LIABILITIES AND LITIGATIONS

a) Against a penalty order ₹ 180 Lakhs (for 2025: ₹ 180 Lakhs) received from the Enforcement Directorate in respect of a matter which arose in 1996 pertaining to the erstwhile money changing division of the Company, the Company has preferred an appeal in the Honourable Madras High Court. The Company has provided a bank guarantee in the form of fixed deposit with bank to cover the demand. The matter is pending. The Management is of the opinion that a cash outflow is unlikely and therefore no provision is considered necessary.

b) State Bank of India obtained an Order from Debt Recovery Tribunal (DRT), Bangalore against Kingfisher Airlines Limited, United Breweries (Holdings) Limited and Others for recovery of dues from them. In the earlier years, the Company received a garnishee order from the Recovery Officer, DRT, Bangalore claiming ₹ 2,500 Lakhs (plus interest) as the financial statements of Kingfisher Finvest India Limited (lender) reflected the amount due from the Company. The Company has contested the claim and deposited ₹ 1,126.22 Lakhs and investment in mutual fund of ₹ 631.85 Lakhs (2025: 595.12 Lakhs) was attached by the recovery officer. The matter is presently pending before the Debt Recovery Appellate Tribunal, Chennai.

c) During the previous year The Company has given Corporate Guarantee for securing non rated, unlisted, secured, redeemable, taxable, transferable, non-convertible debentures (NCD) issued by LKP Securities Limited not exceeding ₹ 3,000 Lakhs (2025: 3,000). NCD outstanding as at March 31, 2026 is ₹ 1,355 Lakhs (2025: ₹ 1,355 Lakhs).

d) Claims against the Company, not acknowledged as debts in respect of income tax matters amounted to ₹ 1,439.08 (2025: ₹ 29.65 Lakhs).

Other Litigations

e) A winding up petition filed by the Company against a borrower has been admitted by the Honourable High court of Mumbai. The recovery if any will be accounted for when the money is received from official Liquidator.

f) The Company has filed an arbitration case ₹ 26.18 Lakhs (2025: ₹ 26.18 Lakhs) against borrowers for which it has received a favourable award from the arbitrators. The opposing parties have filed an appeal in the Honourable High court of Mumbai for which the matter is pending.

g) The Company has filed various cases for recovery of dues and suits are pending in various courts/tribunals. The Company has engaged advocates to protect the interest of the Company and expects favourable decision.

h) The Company has filed claim with the Official Liquidator of United Breweries (Holdings) Limited (under liquidation)for an amount recoverable of ₹ 3,181.20 Lakhs. The Company's claim for enforcement of lien on 6,71,560 equity shares of United Spirits Limited pertaining to the said recovery is pending before DRT Bangalore.

(i) Capital Commitments

Uncalled capital contribution on investments is ₹ Nil (2025: ₹ Nil Lakhs).

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

42 SEGMENT INFORMATION

The Company is engaged primarily in gift voucher and rewards business, and accordingly there are no separate reportable segments as per Ind AS - 108 'Operating Segments'.

43 PAYMENT TO AUDITORS

Particular	March 31, 2026	31 March 2025
Audit fees	4.00	10.00
Tax audit fees	1.00	1.00
Other matters & taxation	0.93	2.33
Total	**5.93**	**13.33**

44 MICRO, SMALL AND MEDIUM ENTERPRISES

(a) The Company has ₹ Nil Lakhs (March 31, 2025: ₹ 3.20 Lakhs) outstanding dues to party related to Micro, Small and Medium enterprises on the basis of information provided by the parties and available on record. Further, there is no interest paid / payable to micro and small enterprises during the year.

Trade payables and other payables include amount payable to Micro, Small and Medium Enterprises. Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMEDA) which came into force from October 02, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities.

Particular	March 31, 2026	31 March 2025
Principal amount remaining unpaid to any supplier as at the year end	-	3.20
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMEDA, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMEDA	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The Company has compiled the relevant information from its suppliers about their coverage under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

45 FINANCIAL INSTRUMENTS

i) The Company's principal financial assets include investments, loans, trade receivables, other receivables, cash and cash equivalents and other bank balances that derive directly from its operations. The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations.

a) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

1 Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that future cash flows of floating interest bearing investments will vary because of fluctuations in interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's loan from banks.

Interest rate risk exposure

Particular	March 31, 2026	31 March 2025
Variable rate borrowings*	125.02	-

*The above figures does not include amount due from other parties in the absence of term sheet and confirmation. Refer note 22.1

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

Particular	Increase / decrease in basis points	Effect on Profit before tax
As at March 31, 2026	+ 50 / - 50	0.63
As at March 31, 2025	+ 50 / - 50	-

2) Equity Price Risk:

The Company's quoted equity investments carry a risk of change in prices. To manage its price risk arising from investments in equity securities, the Company periodically monitors the sectors it has invested in, performance of the investee companies, measures mark-to-market gains/losses. The fair value of some of the Company's investments exposes the Company to equity price risk.

3) Foreign currency risk:

The Company does not have any foreign currency risk. Hence no sensitivity analysis is required.

4) Credit Risk:

Credit risk is the risk that the Company will incur a loss because its Loans and receivable fail to discharge their contractual obligations. The Company has a framework for monitoring credit quality of its Loans and receivables based on days past due monitoring at period end. Repayment by individual Loans and receivables are tracked regularly and required steps for recovery are taken through follow ups and legal recourse. Credit risk arises from loans and advances, receivables, cash and cash equivalents and deposits with banks.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's Loans and advances, receivables, cash and cash equivalents, deposits with banks and investments.

The Company measures the expected credit loss of Loans and receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

(i) Credit risk management

Company considers probability of default upon initial recognition of asset and whether there has been any significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk Company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Definition of Default

A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which industry operates and other macro-economic factors.

For Trade receivables, definition of default has been considered at 360 days past due after looking at the historical trend of receiving the payments.

Provision for expected credit losses.

Company provides for expected credit loss based on following:

The Company classifies its financial assets in three stages having the following characteristics:

Stage 1:- Unimpaired and without significant increase in credit risk since initial recognition on which a twelve months allowance for ECL is recognised;

Stage 2:- a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised; and

Stage 3:-Objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk when they are thirty days past due (DPD) on the reporting date and are accordingly transferred from stage 1 to stage 2. For Stage 1 an ECL allowance is calculated on a twelve months point in time probability weighted probability of default. For stage 2 and 3 assets a life time ECL is calculated on a lifetime probability of default.

Particular	March 31, 2026	31 March 2025
Movement in allowance for credit loss during the year was as follows:		
Opening Balance	575.00	575.00
Add:- Provided during the year	442.35	-
Less:- Reversal during the year	-	-
Total	**1,017.35**	**575.00**

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks with high credit ratings assigned by credit rating agencies. Investments primarily include investment in Securities.

b) Liquidity Risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company's principal source of liquidity are cash and cash equivalents and the cash flow i.e. generated from operations. The Company consistently generated strong cash flows from operations which together with the available cash and cash equivalents and current investment provides adequate liquidity in short terms as well in the long term.

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at:

Particular	Carrying Amount / Fair value	March 31, 2026			
		Less than 1 year	2-5 years	More than 5 years	Total
Financial Liabilities:					
Trade payables	1,247.04	1,247.04	-	-	1,247.04
Other payables	83.32	83.32	-	-	83.32
Lease liabilities	-	-	-		-
Other financial liabilities	202.33	202.33	-	-	202.33
Borrowings	125.02	15.87	77.50	31.65	125.02
Total	**1,657.72**	**1,548.57**	**77.50**	**31.65**	**1,657.73**

Particular	Carrying Amount / Fair value	March 31, 2025			
		Less than 1 year	2-5 years	More than 5 years	Total
Financial Liabilities:					
Trade payables	-	-	-	-	-
Other payables	11.45	11.45	-	-	11.45
Lease liabilities	2.76	2.76	-	-	2.76
Other financial liabilities	63.02	63.02	-		63.02
Borrowings	3,596.65	3,596.65	-	-	3,596.65
Total	**3,673.88**	**3,673.88**	**-**	**-**	**3,673.88**

ii) Capital Management

For the purpose of Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximize shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using gearing ratio, which is Net debt divided by total capital.

Particular	March 31, 2026	31 March 2025
Gross debt	125.02	3,596.65
Less: Cash and cash equivalents	301.06	1,880.08
Net debt	**(176.03)**	**1,716.57**
Total equity	48,180.92	34,679.99
Total capital	**48,004.87**	**36,396.55**
Gearing ratio	**(0.37%)**	**4.72%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

iii) Categories of financial instruments and fair value thereof

Particular	March 31, 2026			31 March 2025		
	FVTOCI	FVTPL	Amortised Cost	FVTOCI	FVTPL	Amortised Cost
A) Financial assets (other than investment in subsidiaries)						
Cash and cash equivalents	-	-	301.06	-	-	1,880.08
Bank balance other than cash and cash equivalents	-	-	227.91	-	-	1,866.31
Loans	-	6,408.05	-	-	-	15,718.96
Investment	-	8,608.43	26,025.00	4,850.90	12,944.40	-
Trade Receivable	-	-	1,458.38	-	-	-
Other Financial Assets	-	-	801.16	-	-	125
Total financial assets	**-**	**15,016.48**	**28,813.52**	**4,850.90**	**12,944.40**	**19,590.69**
B) Financial liabilities						
Trade payables	-	-	1,247.04	-	-	-
Lease liabilities	-	-	-		-	2.76
Other payables	-	-	83.32	-	-	11.44
Borrowings	-	-	125.02	-	-	3,596.65
Other financial liabilities	-	-	202.33	-	-	63.02
Total financial liabilities	**-**	**-**	**1,657.72**	**-**	**-**	**3,673.88**

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

iv Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Disclosures of fair value measurement hierarchy for assets and liabilities as at March 31, 2026.

Financial assets	March 31, 2026				
	Carrying Value	Fair value	Level 1	Level 2	Level 3
Financial assets measured at FVTOCI					
Investments	-	-		-	-
Financial assets measured at FVTPL					
Investments	8,608.43	8,608.43	9,240.28	4,891.19	1,660.40
Total	**8,608.43**	**8,608.43**	**9,240.28**	**4,891.19**	**1,660.40**

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

Financial assets	March 31, 2025				
	Carrying Value	Fair value	Level 1	Level 2	Level 3
Financial assets measured at FVTOCI					
Investments	4,850.90	4,850.90	-	-	4,850.90
Financial assets measured at FVTPL					
Investments	12,944.41	12,944.41	10,212.09	2,732.31	-
Total	**17,795.31**	**17,795.31**	**10,212.09**	**2,732.31**	**4,850.90**

Fair Value Hierarchy:

a) Investments included in Level 1 of fair value hierarchy are based on prices quoted in stock exchange and/ or NAV declared by the funds.

b) Investments included in Level 2 of fair value hierarchy have been valued based on inputs from banks and other recognised institutions such as FIMMDA/ FEDAI.

c) Investments included in Level 3 of fair value hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/ or Discounted Cash Flow Method.

Note: All financial instruments for which fair value is recognised or disclosed are categorised within the Fair Value Hierarchy described as above, based on the lowest level input that is significant to the fair value measurement as a whole.

Foreign currency risk:

The Company does not have any foreign currency risk. Hence No sensitivity analysis is required.

46 EMPLOYEE BENEFIT PLANS

A Gratuity and other post employment benefit plans

The Company has a gratuity plan for its employee's which is governed by the Payment of Gratuity Act, 1972. The gratuity benefit payable to the employees of the Company is greater of the provisions of the Payment of Gratuity Act, 1972 and the Company's gratuity scheme. Employees who are in continuous service for a period of five years are eligible for gratuity. The level of benefits provided depends on the employee's length of service, managerial grade and salary at retirement age. The gratuity plan is a funded plan and the Company makes contributions to approved gratuity fund.

The disclosures of employee benefits as defined in the Ind AS 19 "Employee Benefits" are given below:

a Details of post retirement gratuity plan are as follows:

i. Expenses recognised during the year in the statement of profit and loss

Particular	March 31, 2026	31 March 2025
Current service cost	1.76	2.39
Interest cost (net)	(0.42)	(3.05)
Past Service cost	-	-
Net expenses	**1.34**	**(0.66)**

ii Expenses recognised during the year in other comprehensive income (OCI)

Particular	March 31, 2026	31 March 2025
Actuarial (Gain)/Loss recognised for the period	(1.48)	37.52
Return on plan assets excluding net interest	-	1.46
Unrecognised actuarial (gain)/loss from previous period	-	-
Recognised during the year	**(1.48)**	**38.97**

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

iii Net liability recognised in the balance sheet

Particular	March 31, 2026	31 March 2025
Fair value of plan assets	8.37	58.22
Present value of obligation	1.76	51.75
Liability / (Assets) recognised in balance sheet	**(6.61)**	**(6.47)**

iv Reconciliation of opening and closing balances of defined benefit obligation

Particular	March 31, 2026	31 March 2025
Defined benefit obligation as at the beginning of the year	51.75	65.62
Current service costs	1.76	2.39
Interest costs	3.39	4.57
Benefit paid	(50.68)	(58.35)
Actuarial (gain)/ loss on obligation	(4.46)	37.52
Defined benefit obligation at the end of the year	**1.76**	**51.75**

v Reconciliation of opening and closing balance of fair value of plan assets

Particular	March 31, 2026	31 March 2025
Fair value of plan assets at the beginning of the year	58.22	109.33
Adjustment to opening balance	-	-
Interest income	-	7.62
Contributions paid by employer	-	1.07
Benefits paid	(50.68)	(58.35)
Return on plan asset	0.83	(1.46)
Fair value of plan assets at year end	**8.37**	**58.22**

vi Actuarial Assumptions

Particular	March 31, 2026	31 March 2025
Discount rate (Per annum)	6.55%	6.55%
Rate of escalation in salary (per annum)	5.00%	5.00%
Expected average remaining service	7.34	9.56
Attrition rate	PS: 0 to 10:7%	PS: 0 to 10:7%
	PS: 10 to 20:7%	PS: 10 to 20:0%
	PS: 20 to 52:7%	PS: 20 to 52:7%
Mortality table	IALM(2012-14) ult	IALM(2012-14) ult

vii Quantitative Sensitivity Analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points.

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

Particular	March 31, 2026	31 March 2025
Projected benefit obligation on current assumptions		
Increase by 0.50%(31 march 2025:1%) in Discount rate	(0.11)	50.90
Decrease by 0.50%(31 march 2025:1%) in Discount rate	0.12	52.68
Increase by 0.50%(31 march 2025:1%) in Rate of salary increase	0.12	52.65
Decrease by 0.50%(31 march 2025:1%) in Rate of salary increase	(0.11)	50.96

viii Maturity analysis of projected benefit obligation: from the fund

Projected benefits payable in future years from the date of reporting	March 31, 2026	31 March 2025
1st Following Year	0.01	37.42
2nd Following Year	0.01	0.73
3rd Following Year	0.01	0.96
4th Following Year	0.02	0.94
5th Following Year	0.10	0.92
Sum of years 6 to 10	1.62	14.82

Notes:

(a) The current service cost recognised as an expense is included in the Note 36 'Employee benefits expense' as gratuity. The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The estimate of future salary increases considered in the actuarial valuation takes into account the rate of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(c) Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

B Provident fund

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions and where there is no legal or constructive obligation to pay further contributions. During the year, the Company recognised expense of ₹ 0.49 Lakhs (2025: 2.68 Lakhs) towards contribution made to provident fund under defined contribution plan.

47 DISCLOSURE OF TRANSACTIONS WITH RELATED PARTY AS REQUIRE BY IND AS 24

(i) List of related parties

Holding Company

Hindon Mercantile Limited (holding company with effect from 28 March 2025)

Subsidiary Company

Bond Street Capital Private Limited (Ceased with effect from 28 March 2025)

Associate Company

Mufinpay Payment Solutions Private Limited (W.e.f December 12, 2025)

Subsidiary Company of Associate Company

Vouchagram Pte Ltd

2nd Layer Subsidiary

Vouchagram India Private Limited

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

Others fellow subsidiary/ associates/ entities controlled/ significant influenced by KMP/ relative of KMP/ Entity controlled by or having significant influence (w.e.f 28 March 2025)

Mufin Green Finance Limited

Mufin Technologies Private Limited

Hedge Money Private Limited

Bimapay Finsure Private Limited

2nd Layer Subsidiary

Fintelligence Data Science Private Limited (Subsidiary of Mufin Technologies Private Limited)

Mufin Green infra Limited (Subsidiary of Mufin Green Finance Limited) (upto December 25, 2025)

Mufin Green Leasing Private Limited (Subsidiary of Mufin Green Finance Limited)

Other related parties with whom transactions have taken place during the year

LKP Securities Limited (up to 28th March 2025)

MKM Share & Stock Brokers Limited (up to 28th March 2025)

Bhavana Holding Private Limited (up to 28th March 2025)

Keynote Fincorp Limited (up to 28th March 2025)

Mapple Leaf Trading & Service Limited (up to 28th March 2025)

Sea Glimpse Investments Private Limited (up to 28th March 2025)

M/s. L.K Panday (up to 28th March 2025))

Key Management Personnel	Nature of relationship
Umesh Aggarwal	Whole Time Director w.e.f. March 28, 2025
Kapil Garg	Non- Executive Director w.e.f. March 28, 2025
Gunjan Jain	Non- Executive & Women Director w.e.f. March 28, 2025
Manoj Kumar Bhatt	Independent Director w.e.f. March 28, 2025
Hemant Bhageria	Independent Director w.e.f. March 28, 2025
Meenu Sharma	Independent Director w.e.f. April 03, 2025
Mahendra V. Doshi	Executive Chairman & Managing Director Upto March 31, 2025
Sajid Mohamed	Independent Director Upto March 31, 2025
Dara kalyaniwala	Independent Director (w.e.f July 01, 2024)and Upto March 31, 2025
Saseekala Nair	Independent Director (w.e.f July 01, 2024)and Upto March 31, 2025
Pratik M. Doshi	Non-Executive Director (upto March 31, 2025)
Dinesh Waghela	Non-Executive additional Director (upto March 31, 2025)
Vineet N. Suchanti	Independent Director (upto March 31, 2024)
Anjali Suresh	Independent Director (upto July 16, 2024)
Mustak Ali	Chief Financial Officer w.e.f. March 28, 2025
Ruby Chauhan	Company Secretary w.e.f March 28, 2025 and upto November 13, 2025
Rishi Arya	Company Secretary w.e.f November 14, 2025
G B Innani	G.M Legal & Company Secretary Upto March 31, 2025
S S Gulati	Head - Corporate Affairs Upto March 31, 2025

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

(ii) Transactions with Related parties:

	March 31, 2026	31 March 2025
Remuneration to Key Management Personnel		
Key Management Personnel	**16.69**	**186.96**
Mahendra V Doshi	-	124.01
S.S. Gulati	-	39.02
Girish Inani	-	23.93
Ruby Chauhan	-	-
Rishi Arya	3.28	-
Mustak Ali	13.42	-
Interest Income	**1,149.26**	**9.84**
LKP Securities Limited	-	1.62
Mufin Green Finance Limited	459.34	8.22
Hindon Mercantile Limited	135.42	-
Mufinpay Payment Solutions Private Limited	551.02	-
Mufin Technologies Private Limited	0.20	-
Vouchagram India Private Limited	3.29	-
Interest expenses	**13.25**	**11.89**
Bond Street Capital Private Limited	-	11.89
Hindon Mercantile Limited	13.02	-
Mufin Green Finance Limited	0.23	-
Rent paid	**101.76**	**-**
Mufin Green Finance Limited	101.76	-
Brokerage and Depository Charges Paid	**-**	**113.63**
LKP Securities Limited	-	113.63
Loans given	**70,279.76**	**5,650.00**
LKP Securities Limited	-	1,650.00
Mufin Green Finance Limited	36,898.62	4,000.00
Hindon Mercantile Limited	7,836.14	-
Mufinpay Payment Solutions Private Limited	23,395.00	-
Mufin Technologies Private Limited	150.00	-
Vouchagram India Private Limited	2,000.00	-
Repayment Received of Loan Given	**70,169.32**	**1,650.00**
LKP Securities Limited	-	1,650.00
Hindon Mercantile Limited	3,875.70	-
Mufin Green Finance Limited	40,898.62	-
Mufinpay Payment Solutions Private Limited	23,395.00	-
Vouchagram India Private Limited	2,000.00	
Loans taken	**4,100.00**	**25,185.00**
Bond Street Capital Private Limited	-	25,185.00
Hindon Mercantile Limited	3,400.00	-
Mufin Green Finance Limited	700.00	-
Loans Repaid	**4,100.00**	**25,185.00**
Bond Street Capital Private Limited	-	25,185.00
Hindon Mercantile Limited	3,400.00	-
Mufin Green Finance Limited	700.00	-

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

	March 31, 2026	31 March 2025
Sale of Non- Current Investment	**-**	**5,342.62**
LKP Securities Limited	-	798.45
M/s. L.K Panday	-	3,296.28
Sea Glimpse Investments Private Limited	-	1,247.89
Purchase of Non- Current Investment	**26,025.00**	**-**
Mufinpay Payment Solutions Private Limited	26,025.00	-
Assignment of receivables	**-**	**500.00**
Sea Glimpse Investments Private Limited		500.00
Advance Received against sale of investment	**-**	**39.20**
Sea Glimpse Investments Private Limited	-	39.20
Corporate Guarantee given	**-**	**-**
LKP Securities Limited (Debt outstanding against guarantee ₹ 815.00 Lakhs)	-	-
Directors sitting fees paid	**3.70**	**16.00**
Sajid Mohamed	-	3.00
Pratik M. Doshi	-	3.00
Dinesh Waghela	-	3.50
Dara kalyaniwala	-	3.50
Saseekala Nair	-	2.50
Smt. Anjali Suresh	-	0.50
Hemant Bhageria	1.30	-
Manoj Kumar Bhatt	1.20	-
Meenu Sharma	1.20	-
Reimbursement of expenses	**1.29**	**-**
Hindon Mercantile Limited	1.29	-
Voucher/Gift card Purchased	**14,868.18**	**-**
Vouchagram India Private Limited	14,868.18	-
Service Charges	**3.67**	**-**
Vouchagram India Private Limited	3.67	-
Software Purchased	**1,994.71**	**-**
Hindon Mercantile Limited	1,994.71	-

Outstanding balance as on	March 31, 2026	31 March 2025
Director Remuneration / Commission Payable	1.84	27.79
Mahendra V. Doshi	-	27.79
Rishi Arya	0.72	-
Mustak Ali	1.12	-
Investments		
Mufinpay Payment Solutions Private Limited	26,025.00	-
Corporate Guarantee given		
LKP Securities Limited (Debt outstanding against guarantee ₹ 1,355.00 Lakhs (March 31, 2025: 1,355.00 Lakhs)	3,000.00	3,000.00
Other advances/ Other receivables		
LKP Securities Limited	-	111.22
Trade Payable		
Hindon Mercantile Limited	1.29	-
Vouchagram India Private Limited	1,214.66	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

Outstanding balance as on	March 31, 2026	31 March 2025
Loan Given		
Hindon Mercantile Limited	3,960.44	-
Mufin Technologies Private Limited	150.00	-
Interest Receivables		
Hindon Mercantile Limited	49.30	-
Mufin Technologies Private Limited	0.18	-

Transaction pertaining to purchase and sale of securities exchange platforms are not considered lin above disclosure

48 EARNINGS PER SHARE

Particular	March 31, 2026	31 March 2025
Profit after tax (₹ In Lakhs)	1,838.97	1,032.34
Weighted average number of equity shares		
- for Basic Earnings per share*	69,029,860	74,015,223
- for Diluted Earnings per share*	69,029,860	74,015,223
Face value of equity share (₹ / share)	10	10
Basic earnings per share (₹)	**2.66**	**1.39**
Diluted Earnings per share (₹ /share)	**2.66**	**1.39**

49 RECONCILIATION BETWEEN OPENING AND CLOSING BALANCES IN THE BALANCE SHEET FOR LIABILITIES ARISING FROM FINANCING ACTIVITIES AS REQUIRED BY IND AS 7 "STATEMENT OF CASH FLOWS" IS AS UNDER:

Particular	As at March 31, 2025	Cash Inflows	Cash outflows	Non Cash Changes		As at March 31, 2026
				Interest Accrued	Other Charges	
Borrowings	3,596.65	4,235.00	(4,109.98)	-	(3,596.65)	125.02
Lease Liability	2.76				(2.76)	-

Particular	As at March 31, 2024	Cash Inflows	Cash outflows	Non Cash Changes		As at March 31, 2025
				Interest Accrued	Other Charges	
Borrowings	5,491.06	25,185.00	(27,079.41)	-	-	3,596.65
Lease Liability	7.2		(4.92)	0.49		2.76

50 The Company, has no long-term contracts including derivative contracts having material foreseeable losses as at March 31, 2026 except below-

Details of open interest (short) in shares :-

Particular	Quantity		Provision for mark to market (loss)/ profit	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Name of Shares/ Securities				
Ef Rblbank 24 April 25	-	10,17,500.00	-	10.79
Total	-	10,17,500.00	-	10.79

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

51 As per section 135 of the Companies Act, 2013, ₹ 51.00 Lakhs (2025: ₹ 95.57 Lakhs) is required to be spent by the Company during the year ended March 31, 2026 on Corporate Social Responsibility (CSR).

S.no.	Particular	March 31, 2026	March 31, 2025
(i)	Amount required to be spent by the Company during the year	50.84	95.57
(ii)	Amount of expenditure incurred	51.00	95.57
(iii)	Shortfall at the end of the year	-	-
(iv)	Total of previous years shortfall	Nil	Nil
(v)	Reason for shortfall	N.A.	N.A.
(vi)	Nature of CSR activities	Promoting education, Pathology Lab and Hospital focused on providing affordable, high-quality healthcare to underserved communities.	Relief & rehabilitation of the disabled person and conducting ENT surgery, Medical Treatment, Prevent the occurrence of blindness, Upliftment of Eco- Socio Backward Society by providing Education and Self- Employment. Education activities and rural development.
(vii)	Details of related party transactions e.g. contribution to a Trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard	-	-
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	No Provision	No Provision

52 **DIVIDEND RECOMMENDATION:**

The board has not proposed dividend on equity shares during the year March 31, 2026.

53 As at March 31, 2026, unclaimed dividends amounting to ₹ 4.39 lakhs and ₹ 6.25 lakhs pertaining to the financial years 2017-18 and 2018-19, respectively, have remained unclaimed for a period of more than seven years. Out of which, ₹ 6.25 lakhs pertaining to the financial year 2018-19 is outstanding for transfer to the Investor Education and Protection Fund (IEPF) as at March 31, 2026.

54 There are no transactions during the year with struck off companies as at March 31, 2026.

55 The Company has not traded or invested in crypto currency or Virtual currency during the year.

56 No proceedings have been initiated or are pending against the Company as at March 31, 2026, for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016), as amended and rules made thereunder.

57 The Company has availed borrowings from banks and financial institutions (including NBFCs) secured against current assets and term deposits with banks. As per the terms of the respective borrowing arrangements, the company is not required to submit quarterly returns or statements to the respective banks and financial institutions in respect of such borrowings.

58 The Company has not been declared wilful defaulter by any bank, financial institution or lender as at March 31, 2026.

59 The Company has complied with number of layers of companies as per the provisions of Companies Act, 2013.

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

60 During the year, no scheme of arrangements in relation to the Company has been approved by the competent authority in terms of Section 232 to 237 of the Companies Act, 2013.

61 During the year the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of Company (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or behalf of the ultimate beneficiaries.

62 During the year the Company has not received any fund from any person(s) or entity(is) including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lend or invest in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the funding party (ultimate beneficiaries) or (iii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

63 The Company does not have any unrecorded transactions in the books of account which have been surrendered or disclosed as Income during the year in the tax assessment under the Income Tax Act, 1961.

64 The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year ended March 31, 2026.

65 There are no charges or satisfaction which are pending to be registered with the Registrar of Companies as on March 31,2026.

66 RATIO

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% Variance	Remarks
Current Ratio (in times)	Current Assets	Current Liabilities	6.42	8.61	(0.25)	The ratio decreased primarily due to an increase in current liabilities during the year.
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.00	0.10	(0.97)	The ratio decreased due to repayment/reduction in borrowings during the year
Debt-Service Coverage Ratio (in times)	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + alike expenses	Interest & Lease Payments + Principal Repayments	89.00	11.66	6.63	The ratio improved significantly due to increase in profit during the current year.
Return On Equity ratio (in %)	Profit after Tax	Average Shareholder's Equity	0.04	0.06	(25.44%)	No significant variance as compared to the previous year.
Inventory Turnover ratio (in times)	Sale of Services	Average Inventory	NA	NA	NA	Not applicable since there was no inventory held during the current and previous
Trade receivables turnover ratio (in times)	Sale of Services	Avg. Accounts Receivable	54.36	NA	NA	Ratio is not comparable as there were no trade receivables in the previous year

Notes to the Standalone Financial Statements

for the year ended March 31, 2026

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% Variance	Remarks
Trade payables turnover ratio (in times)	Net Credit Purchases	Average Trade Payables	1.95	NA	NA	Ratio is not comparable as there were no trade payables in the previous year.
Net capital turnover ratio (in times)	Revenue from Operations	Working Capital	2.56	-	NA	Ratio is not comparable due to nil revenue from operations in the previous year. (refer the note 67)
Net Profit Ratio (in %)	Profit after Tax	Revenue from Operations	0.05	-	0.00%	Ratio is not comparable due to nil revenue from operations in the previous year. (refer the note 67)
Return on capital employed (ROCE) (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.05	0.03	87.41%	The ratio improved due to increase in earnings and capital employed during the year, primarily on account of right issue of shares.
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	(0.06)	(0.01)	976.13%	The variance is primarily due to increase in investments during the year

67 EXCEPTIONAL ITEMS

(i) Pursuant to the approval of the Shareholders through postal ballot on October 19, 2024, the Company has divested its investment in its wholly owned subsidiary viz. Bond Street Capital Private Limited (BSCL) comprising of 995,000 equity shares, to LKP Securities Limited, Sea Glimpse Private Limited and LK Panday (partnership firm), Promoter Group Entities of the Company, for an aggregate consideration of ₹ 4,012.43 Lakhs. Accordingly, the Company has ceased to be a holding company of BSCPL w.e.f. March 26, 2025. The gain of ₹ 926.44 Lakhs on sale of such subsidiary has been disclosed as an exceptional item.

(ii) The Company has filed claim with the Official Liquidator of United Breweries (Holdings) Limited (under liquidation) for an amount recoverable of ₹ 3,181.20 Lakhs. The Company's claim for enforcement of its lien on 6,71,560 equity shares of United Spirits Limited pertaining to the said recovery is pending before DRT Bangalore. During the year, the Company has assigned these receivables to a related party (promoter group entity) viz. Sea Glimpse Investments Private Limited, for ₹ 500.00 Lakhs, as approved by the shareholder through postal ballot on March 9, 2024. The amount of ₹ 500 Lakhs, received on such assignment, has been disclosed as exceptional item.

68 CHANGE IN OBJECTIVE CLAUSE

The Company had applied for surrender of its Certificate of Registration (CoR) as a Non-Banking Financial Company (NBFC) issued by the Reserve Bank of India (RBI) in the month of October 2025. The said application was approved by the RBI vide Order No. RTG-06 dated March 20, 2026, pursuant to which the NBFC license of the Company stands surrendered/cancelled with effect from March 20, 2026.

Post surrender of the NBFC license, the Company is primarily engaged in the gift voucher and rewards business. Accordingly, the Company has evaluated the applicability of the relevant provisions of the Companies Act, 2013, Indian Accounting Standards and Schedule III requirements based on the revised nature of operations.

Accordingly, the Company has changed the presentation of its financial statements from Division III of Schedule III to Division II of Schedule III to the Companies Act, 2013, and the financial statements have been prepared accordingly. Further, the comparative figures for the previous year have also been regrouped/reclassified and presented in accordance with Division II of Schedule III to the Companies Act, 2013.

Notes to the Standalone Financial Statements
for the year ended March 31, 2026

69 CHANGE IN REVENUE FROM THE OPERATION

Pursuant to the surrender/cancellation of the Certificate of Registration (CoR) as a Non-Banking Financial Company (NBFC) and consequent change in the nature of operations of the Company, income relating to erstwhile NBFC activities, including interest income and other ancillary income from financing activities, has been presented under "Other Income" instead of "Revenue from Operations" in the financial statements for the year ended March 31, 2026, in line with the requirements of Division II of Schedule III to the Companies Act, 2013 and the revised presentation adopted by the Company.

Accordingly, comparative figures for the previous year have also been regrouped/reclassified, wherever considered necessary

70 CHANGE IN NAME OF THE COMPANY

The name of the Company has been changed from LKP Finance Limited to Gyftr Limited with effect from April 6, 2026. The said change was approved by the shareholders through postal ballot dated March 15, 2026, and the Registrar of Companies (ROC) issued a fresh Certificate of Incorporation dated April 6, 2026 pursuant to the change in name.

71 NON-APPLICABILITY OF RBI REGULATIONS

Pursuant to the surrender/cancellation of the Certificate of Registration (CoR) as a Non-Banking Financial Company (NBFC) by the Reserve Bank of India (RBI) with effect from March 20, 2026, the Company is no longer registered as an NBFC and accordingly, the provisions, prudential norms and disclosure requirements applicable to NBFCs prescribed by the RBI are no longer applicable to the Company from the effective date of surrender.

Accordingly, RBI-specific prudential disclosures applicable to NBFCs and disclosed in the previous year financial statements have not been considered applicable and hence have not been included in the current year financial statements. Previous year figures/ disclosures pertain to the period during which the Company operated as an NBFC and, therefore, may not be strictly comparable.

72 The Company is using accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. Further, no instance of audit trail feature being tempered with has been noticed during the year in respect of the accounting software.

73 FOREIGN CURRENCY EARNING, EXPENDITURE AND OUTGO-

Foreign expenditure and outgo-

Particular	March 31, 2026	31 March 2025
Consultancy fees	351.16	-

CIF Value of Import- Nil (March 31, 2025: Nil)

Foreign Currency earning- Nil (March 31, 2025:Nil)

74 The figures of previous periods/year have been regrouped/reclassified whenever considered necessary.

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
Director
DIN: 01716987

Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Independent Auditor's Report

To the Members

Gyftr Limited (Formerly known as LKP Finance Limited)

Report on the Audit of Consolidated Financial Statements

OPINION

We have audited the accompanying Consolidated financial statements of GYFTR limited (formerly known as LKP Finance Limited) ("the Company") and its associate (Holding Company and its associate together referred to as "the Group), which comprises the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity Consolidated statement of Cash Flow for the period ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of matter described in the "Basis for Qualified opinion" paragraph of our report, the aforesaid Consolidated financial statements give the information required by the Companies Act,2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2026, and its profit (including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

BASIS FOR QUALIFIED OPINION

The Group could not obtain/ receive balance confirmation / term sheet from two lenders aggregating to ₹ 3,596.65 lakhs, out of which amount aggregating ₹ 1,474.24 Lakhs has written back by the Group during the quarter ending September 30, 2025 which was borrowed from M/s Bestride Consultancy Private Limited that had been appearing under borrowings in the financial statements for more than twelve years and the balance amount of ₹ 2,122.40 lakhs pertains to borrowings from Kingfisher Airlines Limited and United Breweries (Holdings) Limited, which had also been appearing under borrowings in the financial statements for more than twelve years and were written back by the Group during the quarter ended December 31, 2025. Therefore, external confirmations as required by Standards on Auditing ("SAs")-505, were not available for verification.

Further, State Bank of India obtained an order from the Debt Recovery Tribunal (DRT), Bangalore against Kingfisher Airlines Limited, United Breweries (Holdings) Limited, and others for recovery of dues. In connection with this, the Company received a garnishee order from the Recovery Officer, DRT, Bangalore, claiming ₹2,500 lakhs along with interest, as the financial statements of Kingfisher Finvest India Limited (the lender). The garnishee order relates to borrowings of ₹2,122.40 lakhs availed by the Group from Kingfisher Finvest India Limited in earlier Year. The Group has contested the claim and deposited ₹1,126.22 lakhs under protest. Additionally, investments in in mutual funds amounting to ₹613.85 lakhs have been attached by the Recovery Officer. The matter is currently pending before the Debt Recovery Appellate Tribunal (DRAT), Chennai. In the absence of external confirmations, pending and outcome of the legal dispute, we are unable to determine whether any adjustments or additional disclosures are required in the accompanying consolidated financial statements.

Our opinion for the year ended March 31, 2026 was also modified in respect of the above matter.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion.

OTHER INFORMATION – BOARD OF DIRECTORS' REPORT

The Holding company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility & Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Consolidate financial statements and our auditor's report thereon.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other Information

Independent Auditor's Report

and in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITY OF MANAGEMENT FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that

Independent Auditor's Report

may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (I) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

EMPHASIS OF MATTER

We draw attention to Note 68 to the accompanying Consolidate financial statement, which states that the Holding company discontinued its Non-Banking Financial Company (NBFC) operations during FY 2025–26 and is presently engaged in the business of gift voucher and rewards business. The Holding company's application for surrender of its NBFC license was approved by the Reserve Bank of India (RBI) vide Order No. RTG-06 dated March 20, 2026, pursuant to which the NBFC license of the Holding company stands surrendered/cancelled with effect from March 20, 2026

OTHER MATTER

We draw attention to the fact that the comparative financial information for the year ended March 31, 2025 was audited by another auditor, whose report dated May 22, 2025 expressed a qualified opinion on those financial statements

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

a. We have sought, except for the matter described in the "Basis for Qualified Opinion" paragraph above, and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. Except for the effects/possible effects of the matter described in the "Basis for Qualified Opinion" paragraph above, in our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. Except for the effects/possible effects of the matter described in the "Basis for Qualified Opinion" paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

f. On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

Independent Auditor's Report

g. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate report in **Annexure – B** attached herewith.

h. with respect to the other matters to be included in the Auditor's Report under Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Group has not paid/ provided any managerial remuneration covered under Section 197 of the Act to its directors during the year.

i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a. The Group has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (Refer note 41 of the Consolidated financial statements).

   b. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   c. An amount of Rs.6.25 lakhs pertaining to unclaimed dividend, which was due for transfer to the Investor Education and Protection Fund (IEPF) as at March 31, 2026, remains outstanding and has not yet been transferred to the IEPF.

   j. (a) The Management of Group has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ices), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b) The Management of group has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Group from any person(s) or entity(is), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (is) and (ii) of Rule 11(e) contain any material misstatement.

For P A R V And Co.
Chartered Accountants
Firm Registration No.029582N

CA JYOTI RANI
Partner
Membership No. 553495
UDIN: 26553495ZIPXPE2136
Place: Delhi
Date: 29.05.2026

Annexure A

to the Independent Auditor's Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members GYFTR Limited (Formerly known as LKP Finance Limited) on the Consolidated Financial statements as of and for the year ended 31 March 2026.

In terms of reporting under clause (xxi) of Companies (Auditor's Report) Order, 2020, information and explanations sought by us and given by the group and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements.

Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For PARV AND CO.
Chartered Accountants
Firm Registration No.: 029582N

CA JYOTI RANI
Partner
Membership No.: 553495
UDIN: 26553495ZIPXPE2136
Place: New Delhi
Date: 29.05.2026

ANNEXURE "B"

To the Independent Auditors' Report on the Consolidated Financial Statements

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of **GYFTR Limited (Formerly known as LKP Finance Limited)** ("the Company") as of and for the year ended 31 March, 2025, we have audited the internal financial controls with reference to Consolidated financial statements of LKP Finance Limited (hereinafter referred to as the "Holding Company") and its associate, incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Boards of Directors of the holding company and its associate company, incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting of the company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Group.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Group's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Group's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the group;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Generally Accepted Accounting Principles, and that receipts and expenditures of the group are being made only in accordance with authorizations of management and directors of the group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the group's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

ANNEXURE "B"

To the Independent Auditors' Report on the Consolidated Financial Statements

BASIS FOR QUALIFIED OPINION

According to the information and explanations given to us and based on our audit, material weaknesses have been identified in respect of Independent Confirmations/ term sheets which were not obtained /received from two lenders in respect of borrowings that had remained outstanding in the previous year.

Based on management's assessment that no present obligation existed and that an outflow of economic resources was not probable as at the reporting date. Accordingly, the Group has not recognised any liability in respect of the aforesaid claim and has written back the outstanding loan amount as income in its in its consolidated financial statement.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to financial statements, such that there is reasonable possibility that a material misstatement of the Group's annual or interim financial statements will not be prevented or detected on a timely basis.

QUALIFIED OPINION

In our opinion, to the best of our information and according to the explanations given to us , the Group has, except for the possible effects of the material weakness described in the 'Basis for qualified opinion' paragraph above on the achievement of the objectives of the controls criteria the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PARV AND CO**.
Chartered Accountants
Firm Registration No.: 029582N

CA JYOTI RANI
Partner
Membership No.: 553495
UDIN: 26553495ZIPXPE2136
Place: New Delhi
Date: 29.05.2026

Consolidated Statement of Assets and Liabilities

as at March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

Particular				Notes	As at March 31, 2026	As at March 31, 2025
	ASSETS					
(1)	**Non-Current Assets**					
	(a)	Property, Plant and Equipment		**4**	125.88	4.82
	(b)	Other Intangible assets		**5**	2,647.64	-
	(c)	Right of use assets		**5**	-	2.35
	(d)	Investment Property		**6**	2,189.72	-
	(e)	Financial Assets				
		(i)	Investment	**7**	26,367.26	4,850.90
		(ii)	Loans		-	-
	(f)	Deferred tax assets (net)		**8**	705.07	-
	(g)	Other non-current assets		**9**	1,132.83	1,132.68
	Total Non-Current Assets				**33,168.40**	**5,990.75**
(2)	**Current Assets**					
	(a)	Financial Assets				
		(i)	Investment	**10**	8,608.43	12,944.40
		(ii)	Loans	**11**	6,408.05	15,718.96
		(iii)	Trade receivables	**12**	1,458.38	-
		(iv)	Other Financial Assets	**13**	801.16	125.33
	(b)	Cash and cash equivalents		**14**	301.06	1,880.08
	(c)	Bank balances other than (b) above		**15**	227.91	1,866.31
	(d)	Current Tax Assets (Net)		**16**	-	69.34
	(e)	Other current assets		**17**	547.68	-
	Total Current Assets				**18,352.67**	**32,604.43**
	TOTAL ASSETS				**51,521.07**	**38,595.18**
	EQUITY AND LIABILITIES					
(1)	**EQUITY**					
	(a)	Equity share capital		**18**	7,680.83	1,256.86
	(b)	Other equity		**19**	40,842.36	33,423.13
	Total Equity				**48,523.19**	**34,679.98**
	LIABILITIES					
(2)	**Non-current liabilities**					
	(a)	Financial Liabilities				
		(i)	Borrowings	**20**	109.15	-
	(b)	Provisions		**21**	30.08	69.23
	(c)	Deferred tax liabilities (Net)		**8**	-	59.78
	Total Non-current liabilities				**139.23**	**129.01**
(3)	**Current liabilities**					
	(a)	Financial Liabilities				
		(i)	Borrowings	**22**	15.87	3,596.65
		(ii)	Trade Payable			
			(a) total outstanding dues of micro enterprises and small enterprises	**23**	-	-
			(b) total outstanding dues of creditors other than micro enterprises and small enterprises	**23**	1,247.04	-
		(iii)	Other Payable			
			(a) total outstanding dues of micro enterprises and small enterprises	**24**	-	3.20
			(b) total outstanding dues of creditors other than micro enterprises and small enterprises	**24**	83.32	8.25
		(iv)	Lease liabilities	**25**	-	2.76
		(v)	Other financial liabilities	**26**	202.33	63.02
	(b)	Other current liabilities		**27**	80.97	63.36
	(C)	Current tax liabilities (net)		**28**	1,229.13	48.94
	Total Current liabilities				**2,858.65**	**3,786.18**
	Total Equity and Liabilities				**51,521.07**	**38,595.18**

Notes forming part of the Consolidated financial statements **1-78**

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
Director
DIN: 01716987

Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Consolidated Statement of Profit and Loss

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

S. No.	Particular	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
I	Revenue from operations	29	39,635.75	-
II	Net gain/(loss) on fair value changes	30	(1,609.72)	1.41
III	Other income	31	6,114.99	1,441.44
IV	**Total Income (I+II+III)**		**44,141.02**	**1,442.85**
	Expenses			
	(i) Purchase of Stock-in-Trade	32	38,974.81	-
	(ii) Finance costs	33	32.84	307.54
	(iii) Fees and commission expense	34	450.51	35.43
	(iv) Impairment on financial instruments	35	403.20	480.00
	(v) Employee benefits expense	36	141.17	355.83
	(vi) Depreciation and amortization	37	647.94	5.55
	(vii) Other expenses	38	923.42	232.51
V	**Total Expenses**		**41,573.89**	**1,416.86**
VI	**Profit before tax and exceptional item (IV-V)**		**2,567.13**	**25.99**
VII	Exceptional item (refer the note 68)		-	217.07
VIII	Share of profit / (loss) of associate		342.33	-
IX	**Profit before tax (IV-V+VII+VIII)**		**2,909.46**	**243.06**
	Tax expenses			
	Current tax - Current Year	39	1467.90	459.32
	Earlier Year		25.09	(113.68)
	Deferred tax (credit) / charge	39	(764.84)	(284.46)
X	**Total tax expenses**		**728.14**	**61.18**
XI	**Profit after tax (IX-X)**		**2,181.30**	**181.88**
	Other Comprehensive income /(loss)(OCI)			
	Items that will not be reclassified to profit or loss (net of tax)			
	- Remeasurement gains/(losses) on defined benefit plans		1.48	(38.92)
	- Fair value change on equity instruments through other comprehensive income		77.89	(1,164.64)
	Share of profit / (loss) of associate		(0.07)	-
XII	**Other Comprehensive income/(loss) for the year**		**79.30**	**(1,203.56)**
XIII	**Total comprehensive Income for the year (XI+XII)**		**2,260.61**	**(1,021.68)**
XIV	**Earning per equity share (face value of ₹ 10 each)**			
	Basic (in ₹)	48	3.16	0.25
	Diluted (in ₹)	48	3.16	0.25

Notes forming part of the Consolidated financial statements **1-78**

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
Director
DIN: 01716987

Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Consolidated Statement of Cash Flow

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

Particular		For the year ended March 31, 2026	For the year ended March 31, 2025
A.	**Cash flow from operating activities**		
	Profit before tax	**2,567.13**	**243.06**
	Adjustments for:		
	Depreciation	647.94	5.55
	Interest expenses	32.56	208.15
	Interest income	(2,181.06)	(482.85)
	Dividend income	(13.38)	(156.72)
	Gratuity Expenses	1.34	-
	Gain on Sale of subsidiary- Exceptional item	-	282.93
	Net gain/(loss) on fair value changes	1,609.72	(1.41)
	Share of profit in associate	(342.33)	
	Impairment on financial instruments	403.20	480.00
	Profit on sale of assets	(298.50)	-
	Operating profit before working capital changes	**2,768.95**	**578.71**
	Adjustments for:		
	Increase / (decrease) in trade payables and other payables	1,318.91	(51.98)
	(Increase) / decrease in financial liabilities	139.32	(75.37)
	(Increase) / decrease in other current liabilities	17.61	(16.89)
	Increase / (decrease) Other non-current assets	(0.15)	-
	Increase / (decrease) Trade receivables	(1,458.38)	-
	Increase / (decrease) Other Financial Assets	(628.21)	(3.96)
	Increase / (decrease) Other current assets	(547.68)	246.58
	Cash generated from operations	**1,610.37**	**677.09**
	Direct tax paid (net of refunds)	(441.92)	(789.91)
	Net cash from/ (used in) operating activities (A)	**1,168.45**	**(112.81)**
B.	**Cash flow from investing activities**		
	Purchase of Property, plant and equipment including intangible assets	(3,418.16)	(0.37)
	Purchase of Investment Property	(2,189.71)	-
	Proceeds from sale of Fixed Assets	297.00	-
	(Increase)/decrease in Investments	7,581.89	8,610.21
	Investment in Associate	(26,025.00)	-
	Proceeds from the sale of subsidiary	-	4,012.43
	(Increase)/ decrease in bank deposits	1,638.40	2,495.26
	Interest received	1,562.17	482.85
	Dividend received	13.46	156.72
	(Increase)/decrease in loan	9,714.12	(10,558.08)
	Net cash from/ (used in) investing activities (B)	**(10,825.83)**	**5,199.02**

Consolidated Statement of Cash Flow

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

Particular		For the year ended March 31, 2026	For the year ended March 31, 2025
C.	**Cash flow from financing activities**		
	Dividend paid	-	
	Payment of lease liabilities	-	(4.92)
	Increase / (decrease) in borrowings	(3,471.64)	(3,115.98)
	Proceeds of right issue net share issue expenses	11,582.56	-
	Interest paid	(32.56)	(208.15)
	Net cash from/ (used in) financing activities (C)	8,078.36	(3,329.05)
	Net changes in cash and cash equivalents (A+B+C)	(1,579.02)	1,757.15
	Cash and cash equivalents at the beginning of the year	1,880.09	221.62
	Cash and cash equivalents on sale of subsidiary		(98.69)
	Cash and cash equivalents at the end of the year	**301.07**	**1,880.09**
	Components of cash and cash equivalents		
	Cash on hand	**0.19**	**0.05**
	Balances with bank		
	- In Current accounts	184.87	1,880.03
	Cheques on hand	116.00	-
	Total	**301.06**	**1,880.08**

Notes

1. **Consolidated Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 - "Statement of Cash Flows"**

Notes forming part of the Consolidated financial statements **1-78**

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
Director
DIN: 01716987

Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Consolidated Statement of Changes in Equity

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL

	Note	Amount
Balance as at April 01, 2024	**18**	**1,256.86**
Changes in equity share capital during the year		-
Balance as at March 31, 2025		**1,256.86**
Changes in equity share capital during the year		6,423.96
Balance as at March 31, 2026		**7,680.82**

The Group has not made any adjustment in equity share capital due to prior period errors.

B. OTHER EQUITY

	Reserves and Surplus				Other Comprehensive Income (OCI)	Total Other Equity
	Securities Premium	General Reserve	Reserve u/s 45-IC of Reserve Bank of India Act, 1934	Retained Earnings	Equity Instruments	
Balance as at April 01, 2024	**370.03**	**6,149.10**	**7,857.71**	**17,664.77**	**2,403.21**	**34,444.81**
Profit for the year	-	-	-	181.88	-	181.88
Remeasurement gains/(losses) on defined benefit plan (net of tax)	-	-	-	(38.92)	-	(38.92)
Other comprehensive income						
Gain /(Loss) on fair value of financial asset measured through other comprehensive income (net of tax)	-	-	-	-	(1,164.64)	(1,164.64)
Total comprehensive income	**-**	**-**	**-**	**142.96**	**(1,164.64)**	**(1,021.68)**
Dividend paid (Final and interim dividend)	-	-	-	-	-	-
Transfer to reserve fund in terms of Section 45-1C(1) of Reserve Bank of India Act, 1934	-	-	206.47	(206.47)	-	-
Reclassification of gain on sale of equity instruments measured at fair value through other comprehensive income (FVTOCI) (net of tax)				1,430.32	(1,430.32)	-
Balance as at March 31, 2025	**370.03**	**6,149.10**	**8,064.18**	**19,031.57**	**(191.75)**	**33,423.13**
Profit/ (Loss) for the year	-	-	-	2,181.30	-	2,181.30
Remeasurement gains/(losses) on defined benefit plan (net of tax)	-	-	-	-	1.48	1.48
Other comprehensive income / (loss)						**-**
Gain /(Loss) on fair value of financial asset measured through other comprehensive income (net of tax)	-	-	-	-	77.89	77.89
Total comprehensive income / (loss)	**-**	**-**	**-**	**2,181.30**	**79.37**	**2,260.68**
Transfer to reserve fund in terms of Section 45-1C(1) of Reserve Bank of India Act, 1934	-	-	312.78	(312.78)	-	-
Issue of right issue	12,289.32	-	-	-	-	12,289.32

Consolidated Statement of Changes in Equity

for the year ended March 31, 2026

(Amount in ₹ Lakhs, unless otherwise stated)

	Reserves and Surplus				Other Comprehensive Income (OCI)	Total Other Equity
	Securities Premium	General Reserve	Reserve u/s 45-IC of Reserve Bank of India Act, 1934	Retained Earnings	Equity Instruments	
Issue of bonus issue	(6,144.66)	-	-		-	(6,144.66)
Share issue expenses	-	-	-	(986.06)	-	(986.06)
Share of associate					(0.07)	(0.07)
Reclassification of gain on sale of equity instruments measured at fair value through other comprehensive income (FVTOCI) (net of tax)	-	-	-	(113.86)	113.86	-
Balance as at March 31, 2026	**6,514.69**	**6,149.10**	**8,376.96**	**19,800.18**	**1.41**	**40,842.34**

Note- Nature and purpose of Reserves

1) Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act , 2013.

2) General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income. Items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

3) Statutory Reserve under Section 45-IC of the Reserve Bank of India Act, 1934 ("RBI Act") represents the reserve created during the period when the Holding Company was registered as a Non-Banking Financial Company (NBFC) pursuant to the provisions of the RBI Act and related regulations applicable thereto. Under the RBI Act, an NBFC was required to transfer an amount not less than 20% of its net profit to such reserve fund before declaration of dividend.

   Pursuant to the surrender/cancellation of the Certificate of Registration (Corr) as an NBFC (refer Note No. 73), the Holding Company is no longer required to create further appropriations to the said reserve. Accordingly, no transfer to the statutory reserve has been made in respect of profits earned for the period from January 2026 to March 2026. However, the balance in the statutory reserve continues to be disclosed as part of equity and shall be utilised only in accordance with the applicable provisions of law.

4) Retained Earnings represent the accumulated earnings net of losses if any made by the Group over the years.

5) Other Comprehensive Income (OCI) includes fair value gain on equity instruments measured at fair value through OCI and remeasurement of defined benefit plan.

6) The Group has not made any adjustment in other equity due to prior period errors.

Notes forming part of the Consolidated financial statements **1-78**

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number:- 029852N

Umesh Aggarwal
Whole Time director
DIN: 03109928

Kapil Garg
Director
DIN: 01716987

Jyoti Rani
Partner
Membership Number: 553495

Rishi Arya
Company Secretary & Compliance officer
Membership No. A73634

Mustak Ali
Chief Financial Officer

Place: Delhi
Date: May 29, 2026

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

1 GROUP INFORMATION

Gyftr Limited (Formerly Known as LKP Finance Limited) ("the Holding Company") is domiciled and incorporated in India, and its equity shares are listed on BSE Limited. During the year, the Holding Company transitioned its principal business activities from the business of finance, including trading in shares, securities and derivatives, to the business of providing digital and physical gifting, reward management, and e-commerce solutions.

Pursuant to the change in the nature of its business operations, the name of LKP Finance Limited changed to Gyftr Limited with effect from April 06, 2026. The change in name was approved by the shareholders through a postal ballot on 15 March 2026, and a fresh Certificate of Incorporation was issued by the Registrar of Companies on April 06, 2026. The Holding Company's registered office is located at 203, Embassy Centre, Nariman Point, Mumbai 400021, Maharashtra, India. The Company along with its associate (collectively referred to as "the Group") is engaged in the Gift voucher and Rewards business. The consolidated financial statement (hereinafter referred to as "Financial Statements "or "Consolidated Financial Statements") of the Group for the year ended 31 March 2026 were authorised for issue by the Board of Directors at the meeting held on May 29, 2026.

2 MATERIAL ACCOUNTING POLICIES

(a) Basis of preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act), read with the Companies (Indian Accounting Standards) Rules,2015 as amended by the companies (Indian Accounting Standards) Amendment Rules,2016 and relevant amendment rules issued there after and other accounting principles generally accepted in India.

These financial statements have been prepared on a going concern basis and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Rounding of amounts

These financial statements are presented in Indian Rupees (INR)/(RS), which is also its functional currency and all values are rounded to the nearest lakh as per the requirement of schedule III (except per share data), unless otherwise stated '0' (zero) denotes amount less than thousand.

(b) Presentation of financial statements

The Group presents its Consolidated Balance Sheet in order of liquidity. The Group prepares and present its Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Changes in Equity in the format prescribed by Division II of Schedule III to the Act. The Consolidated Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'. The Group generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Group offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature. The preparation of the Group's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those based on Management's estimates.

(c) Basis of consolidation:

The Consolidated Financial Statements incorporate the financial statements of the Company and its subsidiary and associate, as listed in the table below.

Control exists when the Group has power over an entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control commences until the date on which control ceases.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of the Consolidated Financial Statements are consistent with those followed in the previous year.

The financial statements of the Company and its subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and unrealised profits or losses, except where such losses indicate an impairment of the asset transferred.

Investments in associates are accounted for using the equity method in accordance with Ind AS 28, whereby the investment is initially recognised at cost and subsequently adjusted for the Group's share of the post-acquisition profit or loss and other comprehensive income of the associate. The Group's share of the associate's profit or loss is recognised in the Consolidated Statement of Profit and Loss.

The Consolidated Financial Statements incorporate the financial statements of the Group and its subsidiaries and associates, as listed in the table below.

Name of Company	Relationship with Group	Country of incorporation
Gyftr Limited (Formerly Known as LKP Finance Limited)	Holding Company	India
Bond Street Capital private limited	Wholly Subsidiary Company (Up to 26th March 2025)	India
Mufinpay Payment Solution Private Limited.	Associate Company	India

(d) Property, plant and equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses if any. Cost comprises the purchase price and any direct attributable cost of bringing the asset to its working condition for its intended use.

(e) Depreciation on property, plant and equipment

Depreciable amount for property, plant and equipment is the cost of an asset or other amount substituted for cost less its estimated residual value. Depreciation on property, plant and equipment is provided on straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

(f) Derecognition of property, plant and equipment

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the Statement of Profit and Loss when the item is derecognised.

(g) Intangible assets

Intangible assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the other intangible assets. Administrative and other general overhead expenses that are specifically attributable to the acquisition of other intangible assets are allocated and capitalised as part of the cost of the other intangible assets. Expenses on software support and maintenance are charged to the standalone statement of profit and loss during the year in which such costs are incurred.

(h) Amortisation of intangible assets

The Group assesses the pattern of consumption of the future economic benefits associated with intangible assets at each reporting date. Based on such assessment, the Group amortises intangible assets using the Written Down Value (WDV) method where the pattern of consumption of the future economic benefits is considered to be more appropriately reflected by such method.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

(i) Derecognition of intangible assets

The carrying amount of an item of intangible assets is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in profit or loss with other income or other expense line item on net basis, respectively.

(j) Lease Accounting and Right of Use Assets (ROU) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right of Use Assets (ROU)

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are generally depreciated over the lease term on a straight-line basis. The right-of-use assets are also subject to impairment. Refer to the material accounting policies - Impairment of non-financial assets

(b) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments).

(c) Short-term leases and leases of low value assets

The Group applies the short-term lease recognition exemption to its short-term leases of rented premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(k) Investment Property

An investment property is measured initially at cost including any transaction cost, if any. The cost of purchased investment property comprises its purchase price and any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Group made investment in Freehold land classified as investment property is carried at cost and is not depreciated, being a non-depreciable asset with an indefinite useful life. The chosen measurement model is applied to all of the entity's investment property.

Investment properties are derecognised either when they have been disposed of or when they

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of derecognition from the derecognition of investment properties the Group considers the effects of variable consideration, existence of a material financing component, non-cash consideration, and consideration payable to the buyer (if any).

(l) Impairment of non-financial assets

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognised in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

(m) Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity up to three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined as they are considered as integral part of Group 's cash management.

(n) Inventories

Inventories comprise E-Gift vouchers held for trading purposes. Inventories are valued at the lower of cost and net realisable value ("NRV"). Net realisable value represents the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.

(o) Fair value measurement

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(l) Financial instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

(i) Initial recognition

Financial assets are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

are recognised immediately in the statement of profit and loss.

(ii) Subsequent measurement

Financial assets are classified into the following specified categories: amortised cost, financial assets at fair value through profit and loss (FVTPL), Fair value through other comprehensive income (FVTOCI). The classification depends on the Group's business model for managing the financial assets and the contractual terms of cash flows.

Debt Instrument

Amortised Cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This category generally applies to cash and bank balances, trade receivables, loans and other financial assets

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment, if any. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Fair value through other comprehensive income (FVTOCI)

A ‘debt instrument’ is classified as at the FVTOCI if both of the following criteria are met:

a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets.

b. The asset’s contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Group recognises interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Fair value through Profit and Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL. In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as ‘accounting mismatch’).

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Equity investments

The Group measures its equity investments other than in subsidiary/ Associate at fair value through profit and loss. However where the Group's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to statement of profit and loss. When the investment is disposed of, the cumulative gain or loss previously accumulated in FVTOCI is transferred from FVTOCI to Retained Earnings.

Derivative financial instruments

Derivative financial instruments are classified and measured at fair value through profit and loss.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

Purchased or originated credit-impaired (POCI) financial assets

POCI financial assets are treated differently because the asset is credit-impaired at initial recognition. For these assets, the Group recognises all changes in lifetime ECL since initial recognition as a loss allowance with any changes recognised in Statement of Profit and Loss. A favourable change for such assets creates an impairment gain.

(iii) Derecognition of financial assets

A financial asset is derecognised only when

i) The Group has transferred the rights to receive cash flows from the asset or the rights have expired ;

ii) The Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement.

Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Impairment of financial assets

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Significant increase in credit risk

The Group monitors all financial assets, issued irrevocable loan commitments and financial guarantee contracts that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Group will measure the loss allowance based on lifetime rather than twelve-months ECL. The Group's accounting policy is not to use the practical expedient that financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk. As a result, the Group monitors all financial assets, issued irrevocable loan commitments and financial guarantee contracts that are subject to impairment for significant increase in credit risk.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Group's historical experience and expert credit assessment.

Given that a significant increase in credit risk since initial recognition is a relative measure, a given change, in absolute terms, in the probability of default (PD) will be more significant for a financial instrument with a lower initial PD than compared to a financial instrument with a higher PD.

Definition of default

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

The Group considers the following as constituting an event of default:

- the borrower is past due more than 90 days on any material credit obligation to the Group; or

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

- the borrower is unlikely to pay its credit obligations to the Group in full.

The definition of default is appropriately tailored to reflect different characteristics of different types of assets.

When assessing if the borrower is unlikely to pay its credit obligation, the Group takes into account both qualitative and quantitative indicators. The information assessed depends on the type of the asset, for example in corporate lending a qualitative indicator used is the admittance of bankruptcy petition by National Company Law Tribunal (NCLT), which is not relevant for retail lending. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counterparty are key inputs in this analysis. The Group uses a variety of sources of information to assess default which are either developed internally or obtained from external sources. The definition of default is applied consistently to all financial instruments unless information becomes available that demonstrates that another default definition is more appropriate for a particular financial instrument.

Write-off

Loans and debt securities are written-off when the Group has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Group may apply enforcement activities to financial assets written off. Recoveries resulting from the Group’s enforcement activities will result in impairment gains.

Presentation of allowance for ECL in the Balance Sheet

Loss allowances for ECL are presented in the Balance Sheet as follows:

- for financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- for debt instruments measured at FVTOCI: no loss allowance is recognised in the Balance Sheet as the carrying amount is at fair value.
- where a financial instrument includes both a drawn and an undrawn component, and the Group cannot identify the ECL on the loan commitment component separately from those on the drawn component: the Group presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component.

Financial liabilities and equity instruments

Debt or equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Net Gain/ loss on fair value changes includes the effect of financial instruments held at fair value through Profit or loss (FVTPL) for continuing and discontinuing portfolio.

Financial liabilities

(i) Classification

Financial liabilities are recognised when Group becomes party to contractual provisions of the instrument. The Group determines the classification of its financial liability at initial recognition. All financial liabilities are recognised initially

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss. The Group classifies all financial liabilities at amortised cost or fair value through profit or loss.

(ii) Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

i) Financial liabilities measured at amortised cost

ii) Financial liabilities measured at FVTPL (fair value through profit or loss)

a) Financial liabilities measured at amortised cost

After initial recognition, financial liability are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

b) Financial liabilities measured at fair value through profit or loss

A financial liability is classified as at FVTPL if it is classified as held for trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

(iii) De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iv) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

(P) Borrowing costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalised as part of cost of such assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

(q) Provisions, contingent liabilities and contingent assets

The Group recognises provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

(r) Revenue recognition

(i) Sale of E-Gift Vouchers

Revenue from sale of e-gift vouchers is recognised in accordance with the principles of Indian Accounting Standards (Ind AS) 115-Revenue from Contracts with Customers The Group acts as a principal in arrangements relating to sale of e-gift vouchers and accordingly recognises revenue on a gross basis. Revenue is recognised on an accrual basis when the performance obligation is satisfied and it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of revenue can be measured reliably.

In cases where the e-gift vouchers remain unredeemed, the Group assesses the likelihood of redemption and recognises breakage income in proportion to the pattern of rights exercised by customers, to the extent it is highly probable that a significant reversal of revenue will not occur. Amounts received in advance for unredeemed vouchers are disclosed as contract liabilities until redemption or expiry of the vouchers.

(ii) Service Revenue

Revenue is recognised on an accrual basis when the performance obligation is satisfied and it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of revenue can be measured reliably.

(iii) Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

(iv) Dividend Income

Dividend income is recognised when the Group's right to receive the payment is established and it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

(v) Net gain/(loss) on fair value changes

The Group designates certain financial assets for subsequent measurement at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI). The Group recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL and FVOCI on net basis in profit or loss.

(vi) Loading of card

Revenue from the sale of gift cards is recognised in accordance with **Ind AS 115 – Revenue from Contracts with Customers**. The Group acts as the **principal** in these transactions as it obtains control of the gift cards/vouchers before transferring them to customers and is primarily responsible for fulfilling the obligation to the customer.

(s) Retirement and other employee benefits

(i) The Group operates both defined benefit and defined contribution schemes for its employees.

For defined contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions.

For defined benefit plans, actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are funded.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognised in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability/ (asset) comprising actuarial gains and losses (excluding interest on the net defined benefit liability/ (asset)) are recognised in Other Comprehensive Income (OCI). Such remeasurements are not reclassified to the

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

statement of profit and loss, in the subsequent periods.

(ii) Short term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognised in the period in which the employee renders the related service. The Group recognises the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability.

(t) Accounting for taxes on income

Tax expense comprises of current and deferred tax.

Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax is recognised in the statement of profit and loss except to the extent that the tax relates to items recognised directly in other comprehensive income or directly in equity.

Deferred tax

Deferred tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax

Current and deferred tax are recognised as income or an expense in the statement of profit and loss, except to the extent they relate to items that are recognised in other comprehensive income, in which case, the current and deferred tax income / expense are recognised in other comprehensive income.

(u) Earnings per share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except when the results would be anti-dilutive.

(v) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(x) Critical accounting judgment and estimates

The preparation of financial statements requires management to exercise judgment in applying the Group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

b. Useful lives and residual values

The Group reviews the useful lives and residual values of property, plant and equipment at each financial year end.

c. Impairment testing

Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered or on more detailed reviews of individually significant balances.

Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

d. Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 46, 'Employee benefits plan'.

3 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. In May 2025, MCAnotified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 01, 2025. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements. In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 01, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Group has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments:

   Disclosures, applicable w.e.f. April 01, 2025 - The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Group has reviewed the amendment and based on its evaluation has determined that there is no impact in its financial statements

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

4 PROPERTY, PLANT AND EQUIPMENT

Description of Assets		Buildings	Furniture & Fixtures	Vehicles	Office equipment	Computers	Total
I.	**Gross Block**						
	Balance as at April 01, 2024	**7.84**	**0.48**	**4.15**	**-**	**2.79**	**15.25**
	Additions during the year	-	-	-	0.37	0.99	1.35
	Disposals/Adjustment/Deductions	-	-	-	-	-	-
	Adjustment/Deductions on account of sale of subsidiary	(0.86)	-	-	-	(0.70)	(1.56)
	Balance as at March 31, 2025	**6.98**	**0.48**	**4.15**	**0.37**	**3.08**	**15.04**
	Additions during the year	-	-	155.40	0.12	1.10	156.62
	Disposals/Adjustment/Deductions	1.54	-	-	-	-	1.54
	Balance as at March 31, 2026	**5.44**	**0.48**	**159.55**	**0.49**	**4.18**	**170.13**
II.	**Accumulated Depreciation**						
	Balance as at April 01, 2024	**5.48**	**0.10**	**1.69**	**-**	**1.81**	**9.07**
	Additions during the year	-	0.04	0.49	0.06	0.61	1.21
	Disposals/Adjustment/Deductions	-	-	-	-	-	-
	Adjustment/Deductions on account of sale of subsidiary	-	-	-	-	0.05	0.05
	Balance as at March 31, 2025	**5.48**	**0.14**	**2.18**	**0.06**	**2.37**	**10.24**
	Additions during the year	-	0.04	33.21	0.12	0.60	33.97
	Disposals/Adjustment/Deductions	0.04	-	-	-	-	0.04
	Balance as at March 31, 2026	**5.44**	**0.18**	**35.39**	**0.18**	**2.97**	**44.16**
	Net block						
	As at March 31, 2026	**-**	**0.30**	**124.16**	**0.31**	**1.11**	**125.88**
	As at March 31, 2025	**1.50**	**0.34**	**1.97**	**0.30**	**0.71**	**4.82**

5 OTHER INTANGIBLE ASSET AND RIGHT OF USE ASSETS

		Intangible Assets	Right of use assets	Total
I.	**Gross Block**			
	Balance as at April 01, 2024	**-**	**13.02**	**13.02**
	Additions during the year	-	-	-
	Disposals/Adjustment/Deductions	-	-	-
	Balance as at March 31, 2025	**-**	**13.02**	**13.02**
	Additions during the year	3,261.54	-	3,261.54
	Disposals/Adjustment/Deductions	-	13.02	13.02
	Balance as at March 31, 2026	**3,261.54**	**-**	**3,261.54**
II.	**Accumulated Depreciation**			
	Balance as at April 01, 2024	**-**	**6.33**	**6.33**
	Additions during the year	-	4.34	4.34
	Disposals/Adjustment/Deductions	-	-	-
	Balance as at March 31, 2025	**-**	**10.67**	**10.67**
	Additions during the year	613.90	-	613.90
	Disposals/Adjustment/Deductions	-	10.67	10.67
	Balance as at March 31, 2026	**613.90**	**-**	**613.90**
	Net block			
	As at March 31, 2026	**2,647.64**	**-**	**2,647.64**
	As at March 31, 2025	**-**	**2.35**	**2.35**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

6 INVESTMENT PROPERTY

Particular	March 31, 2026	March 31, 2025
Measured at Cost		
Freehold land at Jaipur		
Opening Balance	**-**	**-**
Additions during the year	2,189.72	-
Disposals/Transfers	-	-
Impairment	-	-
Balance as at March 31, 2026	**2,189.72**	**-**
Total	**2,189.72**	**-**

7 INVESTMENTS

Particular	March 31, 2026	March 31, 2025
A) Unquoted equity share		
(i) Measured at amortised cost - Associate Company		
Equity shares of face value of Rs 10 each		
5,20,500 (2025 :Nil) Mufinpay Payment Solutions Private Limited	26,367.26	-
(ii) Investment carried at Fair value through other comprehensive income		
Equity shares of face value of Rs 10 each		
Nil(2025 : 350,000) SAMCO Ventures Private Limited	-	368.94
Nil (2025 : 20,44,628) Care Health Insurance Limited (formerly known as Religare Health Insurance Co Limited)	-	3,271.40
Nil (2025 : 5,600) The Hindustan Times Limited	-	39.20
Nil (2025: 4,381) Nivaata System Private Limited	-	262.86
Nil (2025 : 2,550) Avision Systems private Limited	-	675.92
Nil (2025 : 1,00,000) Hinduja leyland Finance Limited	-	232.58
B) Unquoted Preference Share		
Preference shares of Rs 100 each		
Investment carried at Fair value through other comprehensive income		
(2025 : 5,00,000) of Atcom Limited	-	-
Total	**26,367.26**	**4,850.90**
Out of above		
In India	26,367.26	4,850.90
Outside India	-	-
Aggregate book value / market value of quoted investments	-	-
Aggregate book value of unquoted investments	26,367.26	4,850.90
Aggregate market value of quoted investments	-	-
Aggregate market value of unquoted investments	26,367.26	4,850.90

*For related party transactions refer note 47

8 DEFERRED TAX ASSETS (NET)

Particular	March 31, 2026	March 31, 2025
Deferred tax liabilities/ (assets)		
Difference in Right-of-use assets and lease liabilities	-	(0.10)
Allowance for credit losses	(263.62)	(162.14)
Fair valuation of financial instruments	(426.73)	222.02
Property , plant and equipment and other intangible assets	(14.71)	-
Total	**(705.07)**	**59.78**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

9 OTHER NON-CURRENT ASSETS

Particular	March 31, 2026	March 31, 2025
Defined Benefit Asset -'Gratuity (refer note 46)	6.61	6.47
Deposit with Debt Recovery Tribunal (DRT) (Refer note 41 b)	1,126.22	1,126.22
Total	**1,132.83**	**1,132.68**

10 INVESTMENTS

Particular	March 31, 2026	March 31, 2025
(A) Investment in Equity Instruments		
Investments in equity Share- quoted		
Investment carried at Fair value through profit and loss		
Equity shares of face value of ₹ 10 each		
1,10,400 (2025: Nil) Abram Food Limited	65.14	-
20,539 (2025: Nil) Advance Agrolife Limited	17.89	-
100 (2025: Nil) Jolly Plastic Industries Limited	0.02	-
1,88,768 (2025: Nil) Moneyboxx Finance Limited	112.56	-
5,525 (2025: Nil) Rodium Realty Limited	8.84	-
4,800 (2025: Nil) Share Samadhan Limited	1.74	-
87 (2025: Nil) Shrinagar House of Mangalsura Limited	0.15	-
27,442 (2025: Nil) Sirca Paints India Limited	111.66	-
1,41,187 (2025: Nil) The Byke Hospitality Limited	38.93	-
1,82,336 (2025: Nil) Vibhor Steel Tubes Limited	188.51	-
Nil (2025: 92,500) Religare Enterprises Limited	-	217.28
Nil (2025 : 28,100) Central Bank Of India	-	11.99
Nil (2025 : 1,86,000) IDFC First Bank Limited	-	102.21
20,05,000 (2025 :10,00,000) Spice jet Limited	200.49	443.40
Nil (2024 : 1,50,000) Valor Estate Limited	-	226.13
Nil (2025 : 5,84,000) RBL Bank Limited	-	1,015.28
Nil (2025 :1,50,000) Bajaj Housing Finance Limited	-	184.88
Nil (2025 : 2,50,000) Rattan India Power Limited	-	24.50
Nil (2025 : 3,04,750) Indian Oil Corporation Limited	-	389.32
Equity shares of face value of ₹ 5 each		
Nil (2024: 8,871) Prime Securities Limited	-	21.35
Nil (2025 : 259) Ceigall India Limited	-	0.66
Equity shares of face value of ₹ 2 each		
Nil (2025: 3,00,000) Jyoti Structure Limited	-	51.15
Nil (2025: 50,000) DCW Limited	-	38.87
Nil (2025: 25,000) Embassy Developments Limited	-	28.95
1,07,939 (2025: Nil) Indiabulls Limited	10.04	-
5,016 (2025: Nil) Nazara Technologies Limited	11.91	-
10,000 (2025: Nil) TARC Limited	11.41	-
Equity shares of face value of Re 1 each		
Nil (2025 : 18,75,000) South India Bank Limited	-	432.56
Nil (2024 :12,50,000) Systematix Corporate Services Limited	-	1,754.13
Nil (2025: 12,50,000) Infibeam Avenues Limited	-	207.13
Nil (2025: 2,50,000) Bajaj Hindusthan Sugar Limited	-	48.78
Nil (2025: 50,000) Edelweiss Financial Services Limited	-	44.76
Nil (2024: 2,00,000) ITC Limited	-	819.60

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Particular		March 31, 2026	March 31, 2025
	Nil (2025: 5,00,000) Lloyds Enterprises Limited	-	221.94
	Nil (2025: 28089) Odigma Consultancy Solutions Limited	-	10.67
	300 (2025: Nil) Integrated Industries Limited	0.11	-
	1,28,140 (2025: Nil) Marson Limited	165.25	-
	Investments in equity Share- unquoted		
	Investment carried at Fair value through profit and loss		
	41,700 (2025: Nil) 9M India Limited	500.40	-
	7,25,847 (2025: Nil) Kalyani Steels Limited	360.00	-
	15,000 (2025: Nil) Prisma Globle Limited	800.00	-
(B)	**Investments in Government securities *****		
	Investment carried at Fair value through profit and loss		
	Nil (2025 : 5,00,000) 5.22% Government of India 2025 face value of ₹ 100 each	-	504.95
	Nil (2025 : 5,00,000) 5.15% Government of India 2025 face value of ₹ 100 each	-	501.35
(C)	**Investments in debentures or bonds**		
	Investment carried at Fair value through profit and loss		
	Nil (2025: 17)8.40% IREDA Perpetual face value of ₹1,00,00,000 each	-	1,726.01
	40 (2025: Nil) Earlysalary Services Private Limited NCD face value of ₹100,000	39.94	-
	1000 (2025: Nil) IFL Finance Limited NCD face value of ₹10,000	86.87	-
	5000 (2025: Nil) IFL Finance Limited NCD face value of ₹10,000	500.00	-
	849 (2025: Nil) Navi Finserv Limited NCD face value of ₹10,000	84.58	-
	100 (2025:Nil) Regency Fincorp Limited NCD face value of ₹100,000	97.76	-
	8 (2025:Nil) Silver Line Homes Private Limited NCD face value of ₹25,00,000	197.10	-
	24 (2025: Nil)18% Finagle Financial Services Private Limited NCD face value of ₹ 62,50,000	1,384.94	-
	849 (2025: Nil) 21% Finagle Financial Services Private Limited NCD face value of ₹ 100,00,000	2,500.00	-
(D)	**Investment in Mutual Funds**		
	Investment in Mutual Funds- Quoted		
	Investment carried at Fair value through profit and loss		
	Face value of ₹ 1,000 each**	631.85	3,115.04
	Face value of ₹ 100 each	-	801.52
(E)	**Investments In Alternate Investment Funds (AIF)- unquoted**		
	Investment carried at Fair value through profit and loss		
	7,96,484.19(2025: Nil) Viney Growth Fund	480.34	-
	Total	**8,608.43**	**12,944.40**
	Out of above		
	In India	8,608.43	12,944.40
	Outside India	-	-
	Aggregate book value / market value of quoted investments	6,948.03	12,944.40
	Aggregate book value of unquoted investments	1,660.40	-
	Aggregate market value of quoted investments	6,948.03	12,944.40
	Aggregate market value of unquoted investments	1,660.40	-

** Mutual fund of ₹ 631.85 Lakhs (2025 : 595.12 Lakhs) is attached by the recovery officer. (refer note 41(b))

*** are marked as lien against derivative transaction in previous year

*For related party transactions refer note 47

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

11 LOANS

Particular	March 31, 2026	March 31, 2025
At amortised cost		
Considered good - unsecured*	2,248.13	16,293.96
Inter corporate deposit*	4,159.92	-
Significant increase in credit risk	1,017.35	410.00
Less: Impairment loss allowance	1,017.35	410.00
	6,408.05	**16,293.96**
Others		
Credit impaired financial assets acquired from banks and financial institutions	-	165.00
Less: Impairment loss allowance	-	165.00
Less: Impairment loss allowance	-	575.00
Total	**6,408.05**	**15,718.96**
Out of above		
In India	6,408.05	15,718.96
Outside India	-	-

*For related party transactions refer note 47

12 TRADE RECEIVABLES

Particular	March 31, 2026	March 31, 2025
Trade Receivables considered good - Secured;	-	-
Trade Receivables considered good - Unsecured*	1,458.38	-
Trade Receivables which have significant increase in Credit Risk; and	-	-
Trade Receivables - credit impaired.	-	-
Less: Allowance for bad and doubtful debts	-	-
Total	**1,458.38**	**-**

*For related party transactions refer note 47

Trade Receivable Ageing Schedule as on March 31, 2026

Particular		Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
i)	Undisputed Trade receivables — Unsecured considered good	1,458.38	-	-	-	-	1,458.38
ii)	Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
iii)	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
iv)	Disputed Trade Receivables— considered good	-	-	-	-	-	-
v)	Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
vi)	Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
Total		**1,458.38**	**-**	**-**	**-**	**-**	**1,458.38**

Trade Receivable Ageing Schedule as on March 31, 2025

Particular		Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
i)	Undisputed Trade receivables — Unsecured considered good	-	-	-	-	-	-
ii)	Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
iii)	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-

Notes to the Consolidated Financial Statements
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Particular	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
iv) Disputed Trade Receivables— considered good	-	-	-	-	-	-
v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**

13 OTHER FINANCIAL ASSETS

Particular	March 31, 2026	March 31, 2025
Security Deposits- others	3.54	14.11
Other advances*	750.00	111.22
Interest Receivables	47.54	-
Dividend Receivable	0.08	-
Total	**801.16**	**125.33**

*For related party transactions refer note 47

14 CASH AND CASH EQUIVALENTS

Particular	March 31, 2026	March 31, 2025
Balances with bank		
- In Current accounts #	184.87	1,880.03
Cheques on hand	116.00	-
Cash on hand	0.19	0.05
Total	**301.06**	**1,880.08**

₹ Nil Lakhs(2025: ₹ 1,634.44 Lakhs) including interest is marked as lien against cash credit and bank overdraft taken from bank

15 BANK BALANCES OTHER THAN (B) ABOVE

Particular	March 31, 2026	March 31, 2025
Unpaid dividend accounts	35.73	35.73
Balance with bank account -in deposit account	-	1.27
Earmarked balance with bank against bank deposits*	192.18	1,829.31
Total	**227.91**	**1,866.31**

*₹ 192.18 Lakhs (2025: ₹ 194.87 Lakhs) including interest lien marked against bank guarantee given to Government Authority. (refer note 41a)

16 CURRENT TAX ASSETS (NET)

Particular	March 31, 2026	March 31, 2025
Advance direct tax (net of provisions)	-	69.34
Total	**-**	**69.34**

17 OTHER CURRENT ASSETS

Particular	March 31, 2026	March 31, 2025
Prepaid expenses	1.44	-
Balance with Government Authorities	546.24	-
Total	**547.68**	**-**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

18 EQUITY SHARE CAPITAL

Particular	March 31, 2026	March 31, 2025
Equity Share capital		
Authorised*		
11,00,00,000 (2025:20,000,000) Equity Shares of ₹ 10/- each	11,000.00	2,000.00
	11,000.00	**2,000.00**
Issued, subscribed and fully paid up		
7,68,08,250 (2025:12,568,623) Equity Shares of ₹ 10/- each	7,680.83	1,256.86
	7,680.83	**1,256.86**

*Authorised share capital of 2026: ₹ 1,000 Lakhs (2025: ₹ 1,000 Lakhs); consisting of Redeemable Cumulative Preference shares of ₹ 10 each is not considered above in accordance with the requirement of Ind AS.

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

	March 31, 2026		March 31, 2025	
	Number of Equity shares	(₹ in Lakhs)	Number of Equity shares	(₹ in Lakhs)
At the beginning of the year	12,568,623	1,256.86	12,568,623	1,256.86
Changes during the year	64,239,627	-	-	-
Outstanding at the end of the year	**76,808,250**	**1,256.86**	**12,568,623**	**1,256.86**

b) Terms/rights attached to equity shares

i) The Group has issued only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

ii) In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) There are no shares issued for consideration other than cash and shares bought back during five years immediately preceding March 31, 2026.

d) On October 11, 2025 Group has allotted 27,93,027 equity shares of face value of ₹ 10 each at and issue price of 450 per share under right issue basis.

e) During the year, The Group has issued bonus shares to its existing shareholders in the ratio of 4:1

f) Change in Management control

Pursuant to the Share Purchase Agreement dated August 28, 2024, entered between the Promoters, the Company and the Acquirers i.e. Hindon Mercantile Limited ("HML") and Mr. Kapil Garg ("KG"), the Promoters agreed to sell 56,96,312 equity shares, representing 45.32% of the issued and paid-up equity share capital of the Holding Company, to the Acquirers.

The transaction, including the change in control and management, received the requisite approval from the Reserve Bank of India (RBI) on January 13, 2025, in terms of the Master Direction – RBI (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023.

Post approval from the RBI, the Acquirers made a Public Announcement on January 24, 2025, for an Open Offer to acquire up to 32,67,845 equity shares (representing 26.00% of the Voting Share Capital of the Holding Company) from public shareholders, in accordance with Regulations 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments.

As of March 31, 2025, the Acquirers have collectively acquired 64,43,295 equity shares, constituting 51.26% of the Holding Company's issued and paid-up equity share capital, as detailed below:

- 44,29,502 equity shares (35.24%) were transferred from the Promoters to HML;
- 16,725 equity shares (0.14%) were transferred from the Promoters to Mr. Kapil Garg;
- 19,97,068 equity shares were acquired by HML through the Open Offer;

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Out of the 56,96,312 equity shares agreed to be sold under the Share Purchase Agreement, 12,50,085 equity shares transferred to HML in FY 25-26.

g) Details of shareholders holding more than 5% shares in the Company

	March 31, 2026		March 31, 2025	
	Number of shares	% Holding	Number of shares	% Holding
Hindon Mercantile Limited	38,383,275	49.97%	6,426,570	51.13%
Mahendra V Doshi	-	-	1,149,363	9.14%
	38,383,275	49.97%	7,575,933	60.28%

h) Shareholding of promoters

Shares held by promoters at the end of the year	March 31, 2026		March 31, 2025		% of Change
Promoter Name	Number of Shares	% of total shares	Number of Shares	% of total shares	During the year
Hindon Mercantile Limited	38,383,275	49.97%	-	-	100.00%
Kapil Garg	83,625	0.11%	-	-	100.00%
Mahendra Vasantrai Doshi	-	-	1,149,363	9.14%	-100.00%
Pratik M Doshi	-	-	100,722	0.80%	-100.00%

19 OTHER EQUITY

Particular	March 31, 2026	March 31, 2025
Securities Premium		
As per last balance sheet	12,659.35	370.03
Issue of bonus issue	(6,144.66)	
	6,514.69	**370.03**
General Reserve		
As per last balance sheet	6,149.10	6,149.10
	6,149.10	**6,149.10**
Reserve u/s 45-IC of Reserve Bank of India Act, 1934		
As per last balance sheet	8,064.18	7,857.71
Add: Transfer from Retained Earnings	312.78	206.47
	8,376.96	**8,064.18**
Retained Earnings		
As per last balance sheet	19,031.58	17,664.77
Profit for the year	2,181.30	181.88
Remeasurement gains/(losses) on defined benefit plans	-	(38.92)
Transfer to reserve u/s 45-IC of Reserve Bank of India Act, 1934	(312.78)	(206.47)
Transfer on account of Reclassification of gain on sale of equity instruments measured through other comprehensive income	(113.86)	1,430.32
Dividend paid (Final and interim dividend)	-	-
Share issue Expenses	(986.06)	
	19,800.19	**19,031.58**
Equity Instruments at fair value through other comprehensive income		
As per last balance sheet	(191.75)	2,403.21
Gain /(Loss) on fair value of financial asset measured through other comprehensive income (net of tax)	77.89	(1,164.64)
- Remeasurement gains/(losses) on defined benefit plans	1.48	-
Share of associate	(0.07)	-
Transfer on account of Reclassification of gain on sale of equity instruments measured through other comprehensive income to Retained Earning.	113.86	(1,430.32)
	1.41	**(191.75)**
Total Other Equity	**40,842.36**	**33,423.13**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

20 BORROWINGS

Particular	March 31, 2026	March 31, 2025
Secured - At Amortised cost		
Term Loans - from Bank (refer the note 20.1)	125.02	-
Less: Current maturities of Non-Current Borrowings	15.87	-
Total	**109.15**	**-**

20.1 The term loan from Indian Overseas Bank amounting to ₹125.02 Lakhs (2025: Nil) is secured by way of hypothecation of the respective vehicles financed by the Bank. The loan is repayable in equated monthly instalments together with 7.85% (RLLR-0.50% where RLLR is 8.35%) rate of interest, in accordance with the terms of sanction.

20.2 The Group has used the borrowings from banks and financial institution for the purpose for which it was taken.

21 PROVISIONS

Particular	March 31, 2026	March 31, 2025
Provision for standard assets	30.08	69.23
Total	**30.08**	**69.23**

22 BORROWINGS

Particular	March 31, 2026	March 31, 2025
At Amortised cost		
A. Loans repayable on demand		
From Other Parties (refer the not 22.1 &22.2)	-	3,596.65
B. Current maturities of Non-Current Borrowings (Refer Note 20)	15.87	-
Total	**15.87**	**3,596.65**

22.1 Borrowings of ₹ Nil Lakhs (2025: 3,596.65 Lakhs) is considered interest free and repayable on demand in the absence of term sheet and confirmation (refer note 41b).

22.2 During the year, the Group has written back outstanding loan liabilities pertaining to M/s Kingfisher Finvest India Limited and M/s Bestride Consultancy Private Limited, which had been appearing under borrowings in the financial statements for more than twelve years.

Based on management's detailed assessment and in the absence of any claim, demand, or correspondence from the respective lenders over an extended period, it was concluded that no present obligation exists as at the reporting date. Accordingly, the aforesaid liabilities have been derecognised in accordance with the requirements of Indian Accounting Standards, which permits derecognition of a financial liability upon extinguishment of the obligation.

Consequently, the amounts written back have been recognised under "Other Income – Write-back of Loan Liabilities" in the Statement of Profit and Loss for the year ended March 31, 2026.

23 TRADE PAYABLE

Particular	March 31, 2026	March 31, 2025
i) Total outstanding dues of micro enterprises and small enterprises	-	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises*	1,247.04	-
Total	**1,247.04**	**-**

*For related party transactions refer note 47

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Trade Payables ageing schedule as at March 31, 2026

Particular	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
i) MSME	1,247.04	-	-	-	1,247.04
ii) Other	-	-	-	-	-
iii) Disputed dues- MSME	-	-	-	-	-
iv) Disputed dues- other	-	-	-	-	-
Total	**1,247.04**	**-**	**-**	**-**	**1,247.04**

Trade Payables ageing schedule as at March 31, 2025

Particular	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Other	-	-	-	-	-
iii) Disputed dues- MSME	-	-	-	-	-
iv) Disputed dues- other	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

24 OTHER PAYABLE

Particular	March 31, 2026	March 31, 2025
i) Total outstanding dues of micro enterprises and small enterprises-other Payable	-	3.20
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	83.32	8.25
Total	**83.32**	**11.45**

25 LEASE LIABILITIES

Particular	March 31, 2026	March 31, 2025
Lease liabilities	-	2.76
Total	**-**	**2.76**

26 OTHER FINANCIAL LIABILITIES

Particular	March 31, 2026	March 31, 2025
Unclaimed dividends #	35.73	35.73
Employee benefit payable	18.10	27.29
Security deposit	130.00	-
Interest accrued but not due	7.75	-
Advance Processing fees	4.46	-
Expenses payable	6.30	-
Total	**202.33**	**63.02**

There are no undisputed amounts which are due and remained unpaid to Investor Education and Protection Fund as at the balance sheet date.

27 OTHER CURRENT LIABILITIES

Particular	March 31, 2026	March 31, 2025
Statutory dues payable	80.97	24.16
Advance received against sale of investment*	-	39.20
Total	**80.97**	**63.36**

*For related party transactions refer note 47

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

28 CURRENT TAX LIABILITIES (NET)

Particular	March 31, 2026	March 31, 2025
Provision for tax (net of advance tax)	1,229.13	48.94
Total	**1,229.13**	**48.94**

29 REVENUE FROM OPERATIONS

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of Gift Voucher	39,254.57	-
Service Billing	4.24	-
Commission Income	376.94	-
Total	**39,635.75**	**-**

30 NET GAIN/(LOSS) ON FAIR VALUE CHANGES

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Net gain/ (loss) on financial instruments at fair value through profit or loss (FVTPL)		
Realised gain/(loss) (net) on securities held for trade at FVTPL	1,673.23	(593.68)
Unrealised gain/(loss) (net) on securities held for sale at FVTPL	(3,282.95)	595.09
Total	**(1,609.72)**	**1.41**

31 OTHER INCOME

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Dividend Income	13.38	156.72
Profit on sale of assets	298.50	-
Processing Fees & Document Charges	22.29	-
Interest on Loan	1,725.68	768.28
Interest on Fixed Deposit	50.60	327.56
Interest on Investment	404.78	155.30
Income from stock lending and borrowings mechanism	-	4.44
Income from Alternate investment fund (AIF)	-	1.97
Interest on retirement benefits	-	3.05
Liabilities no longer payable written back	-	24.08
Unwinding of discount on security deposit	-	0.04
Miscellaneous Income	3.10	-
Loans written off	3,596.65	-
Total	**6,114.99**	**1,441.44**

32 PURCHASE OF STOCK-IN-TRADE

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchase of Gift Voucher	38,971.14	-
Service Charges	3.67	-
Total	**38,974.81**	**-**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

33 FINANCE COSTS

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on borrowings	23.76	199.14
Interest on lease liabilities	-	0.49
Interest others	7.46	8.52
Other financial charges	1.34	99.36
Interest on Income Tax/TDS	0.28	-
Interest on defined benefit plan	-	0.03
Total	**32.84**	**307.54**

34 FEES AND COMMISSION EXPENSE

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Commission and brokerage	450.51	35.43
Total	**450.51**	**35.43**

35 IMPAIRMENT ON FINANCIAL INSTRUMENTS

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Impairment / (Reversal of Impairment) on financial instruments		
At amortised cost		
Loan - Standard assets	(39.15)	30.00
Loan - Substandard/ doubtful assets	442.35	-
Bad Debt Written Off	-	450.00
Total	**403.20**	**480.00**

36 EMPLOYEE BENEFITS EXPENSE

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries and other allowances*	108.99	348.37
Contribution to provident and other funds	0.49	2.68
Gratuity expenses	1.34	2.59
Director remuneration	30.00	-
Staff welfare expenses	0.35	2.19
Total	**141.17**	**355.83**

*For related party transactions refer note 47

37 DEPRECIATION AND AMOTIZATION

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on property, plant and equipment	34.04	1.21
Amortisation on intangible Assets	613.90	-
Amortisation on right of use assets	-	4.34
Total	**647.94**	**5.55**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

38 OTHER EXPENSES

Particular	For the year ended March 31, 2026	For the year ended March 31, 2025
Rent	104.23	6.98
Rates and taxes	396.21	14.03
Electricity expenses	0.57	4.99
Repairs and maintenance - others	0.51	2.34
Communication expenses	0.29	5.31
Printing and stationery	20.99	1.79
Directors sitting fees	3.83	16.00
Payments to auditors (refer note 43)	5.93	15.76
Legal and professional charges	305.12	46.06
IT Expenses	0.26	-
Travelling and conveyance expenses	9.18	16.70
Corporate social responsibility expenses (refer note 51)	51.00	95.57
Donation	2.01	-
Miscellaneous expenses	23.29	6.97
Total	**923.42**	**232.51**

39 TAX EXPENSE

(a) The major components of income tax for the year are as under:

i) Income tax related to items recognised directly in the statement of profit and loss

Particular	March 31, 2026	March 31, 2025
Current tax		
Current tax on profits for the year - current year	1,467.90	459.32
Tax adjustment earlier years		
- earlier year	25.09	(113.68)
Deferred tax (Credit) / Charge	(764.84)	(284.46)
Total	**728.15**	**61.18**
Effective tax rate#	**25.03%**	**25.17%**

#A reconciliation of income tax expense applicable to profit before income tax at statutory rate to the income tax expense at Group's effective income tax rate for the year ended March 31, 2026.

ii) Deferred tax related to items recognised in the other comprehensive income (OCI) during the year

Particular	March 31, 2026	March 31, 2025
Deferred tax (credit) /Charges	-	(81.83)
Deferred tax charged to OCI	**-**	**(81.83)**

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particular	March 31, 2026	March 31, 2025
Accounting Profit before tax	**2,909.46**	**243.06**
Income tax expense calculated at corporate tax rate	732.25	61.18
Tax effect on non-deductible expenses and unabsorbed losses	(29.20)	113.68
Current tax -earlier period	25.09	(113.68)
Tax expense recognised in the statement of profit and loss	**728.15**	**61.18**

The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.168 % for the year ended March 31, 2026 and 25.168 % for the year ended March 31, 2025 .

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so. For analysis of the deferred tax balances (after offset) for financial reporting purposes refer note 8.

(c) Deferred tax relates to the following:

Reconciliation of deferred tax (assets) / liabilities net:	March 31, 2026	March 31, 2025
Opening balance	59.78	990.29
Recognised in other comprehensive income		-
Fair valuation of financial instruments	(101.48)	(905.43)
Allowances for credit losses	(648.75)	(7.55)
Unabsorbed depreciation and business losses	-	-
Difference in Right-of-use assets and lease liabilities	0.10	0.02
Property , plant and equipment and other intangible assets	(14.71)	(0.26)
Transfer on account of sale of subsidiary	-	(17.29)
Total	**(705.06)**	**59.78**

Deferred tax recognised in statement of profit or loss

Particular	March 31, 2026	March 31, 2025
Fair valuation of financial instruments	(101.48)	(276.67)
Allowances for credit losses	(648.75)	(7.55)
Difference in Right-of-use assets and lease liabilities	0.10	0.02
Property , plant and equipment and other intangible assets	(14.71)	(0.26)
Total	**(764.84)**	**(284.46)**

Deferred tax recognised in statement of Other Comprehensive Income

Particular	March 31, 2026	March 31, 2025
Fair valuation of financial instruments	-	(628.76)
Total	**-**	**(628.76)**

40 LEASES

For short-term leases (lease term of twelve months or less) and leases of low-value assets , the Group has opted to recognise a lease expense on a straight-line basis as permitted by In AS 116. This expense is presented within ‘other expenses’ forming part of the Financial Statements. Lease rentals of ₹104.23 Lakhs (2025 : ₹6.98 Lakhs) pertaining to short term leases and low value asset has been charged to statement of profit and loss.

Right-of-use assets- Disclosures as per Ind AS 116 "Leases"

a) Right-of-use assets (ROU) comprises leased assets of office/branch premises that do not meet the definition of investment property.

Particular	March 31, 2026	March 31, 2025
Opening Balance	2.35	6.69
Additions during the year	-	-
Deletion during the year (net)	2.35	-
Depreciation during the year	-	4.34
Closing Balance	**-**	**2.35**

The aggregate depreciation expense on right-of-use asset is included under depreciation and amortisation expense in the Statement of Profit and Loss.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

b) The following is the break-up of current and non-current lease liabilities

Particular	March 31, 2026	March 31, 2025
Current	-	2.76
Non current	-	-
Closing Balance	**-**	**2.76**

c) The following is the movement in lease liabilities

Particular	March 31, 2026	March 31, 2025
Opening Balance	**2.76**	**7.20**
Additions during the year	-	-
Finance cost incurred during the year	-	0.49
Payment of lease liabilities	2.76	4.92
Closing Balance	**-**	**2.76**

d) Lease liabilities maturity analysis

Particular	March 31, 2026	March 31, 2025
Maturity analysis - contractual undiscounted cash flows		
Less than one year	-	2.84
One to five years	-	-
More than five years	-	-
Total undiscounted lease liabilities	**-**	**2.84**

41 CONTINGENT LIABILITIES AND LITIGATIONS

a) Against a penalty order ₹ 180 Lakhs (for 2025: ₹ 180 Lakhs) received from the Enforcement Directorate in respect of a matter which arose in 1996 pertaining to the erstwhile money changing division of the Company , the Group has preferred an appeal in the Honourable Madras High Court. The Group has provided a bank guarantee in the form of fixed deposit with bank to cover the demand. The matter is pending. The Management is of the opinion that a cash outflow is unlikely and therefore no provision is considered necessary.

b) State Bank of India obtained an Order from Debt Recovery Tribunal (DRT), Bangalore against Kingfisher Airlines Limited, United Breweries (Holdings) Limited and Others for recovery of dues from them. In the earlier years , the Group received a garnishee order from the Recovery Officer, DRT, Bangalore claiming ₹ 2,500 Lakhs (plus interest) as the financial statements of Kingfisher Finvest India Limited (lender) reflected the amount due from the Company. The Group has contested the claim and deposited ₹ 1,126.22 Lakhs and investment in mutual fund of ₹ 631.85 Lakhs (2025: 595.12 Lakhs) was attached by the recovery officer. The matter is presently pending before the Debt Recovery Appellate Tribunal, Chennai.

c) During the previous year The Group has given Corporate Guarantee for securing non rated, unlisted, secured, redeemable, taxable, transferable, non-convertible debentures (NCD) issued by LKP Securities Limited not exceeding ₹ 3,000 Lakhs (2025 : 3,000). NCD outstanding as at March 31, 2026 is ₹ 1355 Lakhs (2025 : ₹ 1,355 Lakhs).

d) Claims against the Group, not acknowledged as debts in respect of income tax matters amounted to ₹ 1,439.08 (2025 : ₹ 29.65 Lakhs).

Other Litigations

e) A winding up petition filed by the Group against a borrower has been admitted by the Honourable High court of Mumbai. The recovery if any will be accounted for when the money is received from official Liquidator.

f) The Group has filed an arbitration case ₹ 26.18 Lakhs (2025 : ₹ 26.18 Lakhs) against borrowers for which it has received a favourable award from the arbitrators. The opposing parties have filed an appeal in the Honourable High court of Mumbai for which the matter is pending.

g) The Group has filed various cases for recovery of dues and suits are pending in various courts/tribunals. The Group has engaged advocates to protect the interest of the Group and expects favourable decision.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

h) The Group has filed claim with the Official Liquidator of United Breweries (Holdings) Limited (under liquidation)for an amount recoverable of ₹ 3,181.20 Lakhs. The Group's claim for enforcement of lien on 6,71,560 equity shares of United Spirits Limited pertaining to the said recovery is pending before DRT Bangalore.

(i) Capital Commitments

Uncalled capital contribution on investments is ₹ Nil (2025 : ₹ Nil Lakhs).

42 SEGMENT INFORMATION

Disclosure under Indian Accounting Standard 108 - 'Operating Segments' is not given as, in the opinion of the management, the entire business activity falls under one segment viz. Gift voucher and Rewards business. The Group conducts its business only in one Geographical Segment viz. India.

43 PAYMENT TO AUDITORS

Particular	March 31, 2026	March 31, 2025
Audit fees	4.00	10.00
Tax audit fees	1.00	1.00
Other matters & taxation	0.93	2.32
Audit fees including limited review report	-	2.44
Total	**5.93**	**15.76**

44 MICRO, SMALL AND MEDIUM ENTERPRISES

(a) The Group has ₹ Nil Lakhs (March 31, 2025 : ₹ 3.20 Lakhs) outstanding dues to party related to Micro, Small and Medium enterprises on the basis of information provided by the parties and available on record. Further, there is no interest paid / payable to micro and small enterprises during the year.

Trade payables and other payables include amount payable to Micro, Small and Medium Enterprises. Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMEDA) which came into force from October 02, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities.

Particular	March 31, 2026	March 31, 2025
Principal amount remaining unpaid to any supplier as at the year end	-	3.20
Interest due thereon	-	-
Amount of interest paid by the Group in terms of section 16 of the MSMEDA, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMEDA	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The Group has compiled the relevant information from its suppliers about their coverage under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

Notes to the Consolidated Financial Statements
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45 FINANCIAL INSTRUMENTS

i) The Group's principal financial assets include investments, loans, trade receivables, other receivables, cash and cash equivalents and other bank balances that derive directly from its operations. The Group's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations.

a) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

1 Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that future cash flows of floating interest bearing investments will vary because of fluctuations in interest rates.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's loan from banks.

Interest rate risk exposure

Particular	March 31, 2026	March 31, 2025
Variable rate borrowings*	125.02	-

*The above figures does not include amount due from other parties in the absence of term sheet and confirmation. Refer note 22.1

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

Particular	Increase / decrease in basis points	Effect on Profit before tax
As at March 31, 2026	+ 50 / - 50	0.63
As at March 31, 2025	+ 50 / - 50	-

2) Equity Price Risk :

The Group's quoted equity investments carry a risk of change in prices. To manage its price risk arising from investments in equity securities, the Group periodically monitors the sectors it has invested in, performance of the investee companies, measures mark-to-market gains/losses. The fair value of some of the Group's investments exposes the Group to equity price risk.

3) Foreign currency risk:

The Group does not have any significant foreign currency-denominated obligations or receivables as at March 31, 2026.Accordingly, the Group is not exposed to any material foreign currency risk as at the reporting date.

4) Credit Risk:

Credit risk is the risk that the Group will incur a loss because its Loans and receivable fail to discharge their contractual obligations. The Group has a framework for monitoring credit quality of its Loans and receivables based on days past due monitoring at period end. Repayment by individual Loans and receivables are tracked regularly and required steps for recovery are taken through follow ups and legal recourse. Credit risk arises from loans and advances, receivables, cash and cash equivalents and deposits with banks .

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's Loans and advances, receivables, cash and cash equivalents, deposits with banks and investments .

The Group measures the expected credit loss of Loans and receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data."

(i) Credit risk management

Group considers probability of default upon initial recognition of asset and whether there has been any significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Definition of Default

A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which industry operates and other macro-economic factors.

For Trade receivables, definition of default has been considered at 360 days past due after looking at the historical trend of receiving the payments.

Provision for expected credit losses

Group provides for expected credit loss based on following:

The Group classifies its financial assets in three stages having the following characteristics :

Stage 1 :- Unimpaired and without significant increase in credit risk since initial recognition on which a twelve months allowance for ECL is recognised ;

Stage 2 :- a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised ; and

Stage 3 :-Objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk when they are thirty days past due (DPD) on the reporting date and are accordingly transferred from stage 1 to stage 2. For Stage 1 an ECL allowance is calculated on a twelve months point in time probability weighted probability of default. For stage 2 and 3 assets a life time ECL is calculated on a lifetime probability of default.

Particular	March 31, 2026	March 31, 2025
Movement in allowance for credit loss during the year was as follows :	575.00	575.00
Opening Balance	442.35	-
Add :- Provided during the year	-	-
Less :- Reversal during the year	1,017.35	575.00
Total		

Credit risk on cash and cash equivalents is limited as the Group generally invest in deposits with banks with high credit ratings assigned by credit rating agencies. Investments primarily include investment in Securities.

b) Liquidity Risk:

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The Group's principal source of liquidity are cash and cash equivalents and the cash flow i.e. generated from operations. The Group consistently generated strong cash flows from operations which together with the available cash and cash equivalents and current investment provides adequate liquidity in short terms as well in the long term.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at :

Particular	Carrying Amount / Fair value	March 31, 2026			
		Less than 1 year	2-5 years	More than 5 years	Total
Financial Liabilities :					
Trade payables	1,247.04	1,247.04	-	-	1,247.04
Other payables	83.32	83.32	-	-	83.32
Lease liabilities	-	-	-		-
Other financial liabilities	202.33	202.33	-	-	202.33
Borrowings	125.02	15.87	77.50	31.65	125.02
Total	**1,657.72**	**1,548.57**	**77.50**	**31.65**	**1,657.72**

Particular	Carrying Amount / Fair value	March 31, 2025			
		Less than 1 year	2-5 years	More than 5 years	Total
Financial Liabilities :					
Trade payables	-	-	-	-	-
Other payables	11.45	11.45	-	-	11.45
Lease liabilities	2.76	2.76	-	-	2.76
Other financial liabilities	63.02	63.02	-	-	63.02
Borrowings	3,596.65	3,596.65	-	-	3,596.65
Total	**3,673.88**	**3,673.88**	**-**	**-**	**3,673.88**

ii) Capital Management

For the purpose of Group's capital management, capital includes issued capital and other equity reserves. The primary objective of the Group's Capital Management is to maximise shareholder value. The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Group monitors capital using gearing ratio, which is Net debt divided by total capital.

Particular	March 31, 2026	March 31, 2025
Gross debt	125.02	3,596.65
Less: Cash and cash equivalents	301.06	1,880.08
Net debt	**(176.03)**	**1,716.58**
Total equity	48,523.19	34,679.98
Total capital	**48,347.15**	**36,396.56**
Gearing ratio	**(0.36%)**	**4.72%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

iii) Categories of financial instruments and fair value thereof

Particular	March 31, 2026			March 31, 2025		
	FVTOCI	FVTPL	Amortised Cost	FVTOCI	FVTPL	Amortised Cost
A) Financial assets (other than investment in subsidiaries)						
Cash and cash equivalents	-	-	301.06	-	-	1,880.08
Bank balance other than cash and cash equivalents	-	-	227.91	-	-	1,866.31
Loans	-	6,408.05	-	-	-	15,718.96
Investment	-	8,608.43	26,367.26	4,850.90	12,944.41	-
Trade Receivable	-	-	1,458.38	-	-	-
Other Financial Assets	-	-	801.16	-	-	125.33
Total financial assets	**-**	**15,016.48**	**29,155.78**	**4,850.90**	**12,944.41**	**19,590.68**
B) Financial liabilities						
Trade payables	-	-	1,247.04	-	-	-
Lease liabilities	-	-	-		-	2.76
Other payables	-	-	83.32	-	-	11.44
Borrowings	-	-	125.02	-	-	3,596.65
Other financial liabilities	-	-	202.33	-	-	63.02
Total financial liabilities	**-**	**-**	**1,657.72**	**-**	**-**	**3,673.87**

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

iv Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Disclosures of fair value measurement hierarchy for assets and liabilities :-

Financial assets	March 31, 2026				
	Carrying Value	Fair value	Level 1	Level 2	Level 3
Financial assets measured at FVTOCI					
Investments	-	-		-	-
Financial assets measured at FVTPL					
Investments	8,608.43	8,608.43	9,240.28	4,891.19	1,660.40
Total	**8,608.43**	**8,608.43**	**9,240.28**	**4,891.19**	**1,660.40**

Financial assets	March 31, 2025				
	Carrying Value	Fair value	Level 1	Level 2	Level 3
Financial assets measured at FVTOCI					
Investments	4,850.90	4,850.90	-	4,850.90	-
Financial assets measured at FVTPL					
Investments	12,944.41	12,944.41	10,212.41	2,732.31	-
Total	**17,795.32**	**17,795.32**	**10,212.41**	**7,583.21**	**-**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

Fair Value Hierarchy :

a) Investments included in Level 1 of fair value hierarchy are based on prices quoted in stock exchange and/ or NAV declared by the funds.

b) Investments included in Level 2 of fair value hierarchy have been valued based on inputs from banks and other recognised institutions such as FIMMDA/ FEDAI

c) Investments included in Level 3 of fair value hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/ or Discounted Cash Flow Method.

Note : All financial instruments for which fair value is recognised or disclosed are categorised within the Fair Value Hierarchy described as above, based on the lowest level input that is significant to the fair value measurement as a whole.

46 EMPLOYEE BENEFIT PLANS

A Gratuity and other post employment benefit plans

The Group has a gratuity plan for its employee's which is governed by the Payment of Gratuity Act, 1972. The gratuity benefit payable to the employees of the Group is greater of the provisions of the Payment of Gratuity Act, 1972 and the Group's gratuity scheme. Employees who are in continuous service for a period of five years are eligible for gratuity. The level of benefits provided depends on the employee's length of service, managerial grade and salary at retirement age. The gratuity plan is a funded plan and the Group makes contributions to approved gratuity fund.

The disclosures of employee benefits as defined in the Ind AS 19 "Employee Benefits" are given below:

a Details of post retirement gratuity plan are as follows:

I Expenses recognised during the year in the statement of profit and loss

Particular	March 31, 2026	March 31, 2025
Current service cost	1.76	2.39
Interest cost (net)	(0.42)	(3.05)
Past Service cost	-	-
Net expenses	**1.34**	**(0.66)**

II Expenses recognised during the year in other comprehensive income (OCI)

Particular	March 31, 2026	March 31, 2025
Actuarial (Gain)/Loss recognised for the period	(1.48)	37.52
Return on plan assets excluding net interest	-	1.46
Unrecognised actuarial (gain)/loss from previous period	-	-
Recognised during the year	**(1.48)**	**38.97**

III Net liability recognised in the balance sheet

Particular	March 31, 2026	March 31, 2025
Fair value of plan assets	8.37	58.22
Present value of obligation	1.76	51.75
Liability / (Assets) recognised in balance sheet	**(6.61)**	**(6.47)**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

IV Reconciliation of opening and closing balances of defined benefit obligation

Particular	March 31, 2026	March 31, 2025
Defined benefit obligation as at the beginning of the year	51.75	65.62
Current service costs	1.76	2.39
Interest costs	3.39	4.57
Benefit paid	(50.68)	(58.35)
Actuarial (gain)/ loss on obligation	(4.46)	37.52
Defined benefit obligation at the end of the year	**1.76**	**51.75**

V Reconciliation of opening and closing balance of fair value of plan assets

Particular	March 31, 2026	March 31, 2025
Fair value of plan assets at the beginning of the year	58.22	109.33
Adjustment to opening balance	-	-
Interest income	-	7.62
Contributions paid by employer	-	1.07
Benefits paid	(50.68)	(58.35)
Return on plan asset	0.83	(1.46)
Fair value of plan assets at the end of the year	**8.37**	**58.22**

VI Actuarial Assumptions

Particular	March 31, 2026	March 31, 2025
Discount rate (Per annum)	6.55%	6.55%
Rate of escalation in salary (per annum)	5.00%	5.00%
Expected average remaining service	7.34	9.56
Attrition rate	PS: 0 to 10 :7%	PS: 0 to 10 :7%
	PS: 10 to 20 :7%	PS: 10 to 20 :0%
	PS: 20 to 52 :7%	PS: 20 to 52 :7%
Mortality table	IALM(2012-14) ult	IALM(2012-14) ult

VII Quantitative Sensitivity Analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarises the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points

Particular	March 31, 2026	March 31, 2025
Projected benefit obligation on current assumptions		
Increase by 1% in Discount rate	(0.11)	50.90
Decrease by 1% in Discount rate	0.12	52.68
Increase by 1% in Rate of salary increase	0.12	52.65
Decrease by 1% in Rate of salary increase	(0.11)	50.96

VIII Maturity analysis of projected benefit obligation : from the fund

Projected benefits payable in future years from the date of reporting	March 31, 2026	March 31, 2025
1st Following Year	0.01	37.24
2nd Following Year	0.01	0.73
3rd Following Year	0.01	0.96
4th Following Year	0.02	0.94
5th Following Year	0.10	0.92
Sum of years 6 to 10	1.62	14.82

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

In case of Subsidiary (also refer note no 71)

I Expenses recognised during the year in the statement of profit and loss

Particular	March 31, 2026	March 31, 2025
Current service cost	-	0.20
Interest cost (net)	-	0.03
Past Service cost	-	-
Net expenses	**-**	**0.23**

II Expenses recognised during the year in other comprehensive income (OCI)

Particular	March 31, 2026	March 31, 2025
Actuarial (Gain)/Loss recognised for the period	-	0.05
Return on plan assets excluding net interest	-	-
Unrecognised actuarial (gain)/loss from previous period	-	-
Recognised during the year	**-**	**0.05**

III Net liability recognised in the balance sheet

Particular	March 31, 2026	March 31, 2025
Fair value of plan assets	-	-
Present value of obligation	-	0.44
Liability / (Assets) recognised in balance sheet	**-**	**0.44**

IV Reconciliation of opening and closing balances of defined benefit obligation

Particular	March 31, 2026	March 31, 2025
Defined benefit obligation as at the beginning of the year	-	0.44
Current service costs	-	0.20
Interest costs	-	0.03
Benefit paid	-	-
Actuarial (gain)/ loss on obligation	-	0.05
Transfer on sale of subsidiary	-	(0.72)
Defined benefit obligation at the end of the year	**-**	**-**

V Actuarial Assumptions

Particular	March 31, 2026	March 31, 2025
Discount rate (Per annum)	-	7.20%
Rate of escalation in salary (per annum)	-	5.00%
Attrition rate (Per annum)	-	Age 25 & below : 7%
	-	Age 25 to 35 : 7%
	-	Age 35 to 45 : 7%
	-	Age 45 to 55 : 7%
	-	Age 55 & above : 7%
Mortality table	-	IALM (2012-14) ult

VI Quantitative Sensitivity Analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarises the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Particular	March 31, 2026	March 31, 2025
Projected benefit obligation on current assumptions		
Increase by 1% in Discount rate	-	-
Decrease by 1% in Discount rate	-	-
Increase by 1% in Rate of salary increase	-	-
Decrease by 1% in Rate of salary increase	-	-

VII Maturity analysis of projected benefit obligation : from the fund

Projected benefits payable in future years from the date of reporting	31 March 2026	March 31, 2025
1st Following Year	-	-
2nd Following Year	-	-
3rd Following Year	-	-
4th Following Year	-	-
5th Following Year	-	-
Sum of years 6 to 10	-	-

Notes:

(a) The current service cost recognised as an expense is included in the Note 36 'Employee benefits expense' as gratuity. The remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The estimate of future salary increases considered in the actuarial valuation takes into account the rate of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(c) Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

B Provident fund

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions and where there is no legal or constructive obligation to pay further contributions. During the year, the Group recognised expense of ₹ 0.43 Lakhs (2025: 2.68 Lakhs) towards contribution made to provident fund under defined contribution plan.

47 DISCLOSURE OF TRANSACTIONS WITH RELATED PARTY AS REQUIRE BY IND AS 24

(i) List of related parties

Company having the significant influence

Hindon Mercantile Limited (holding company with effect from March 28, 2025)

Associate Company

Mufinpay Payment Solutions Private Limited (W.e.f December 12, 2025)

Subsidiary Company of Associate Company

Vouchagram Pte Limited

2nd Layer Subsidiary

Vouchagram India Private Limited

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Others fellow subsidiary/ associates/ entities controlled/ significant influenced by KMP/ relative of KMP/ Entity controlled by or having significant influence (w.e.f March 28, 2025)

Mufin Green Finance Limited

Mufin Technologies Private Limited (Formerly Known as Hindon Peer to Peer Finance Private Limited)

Hedge Money Private Limited

Bimapay Finsure Private Limited

2nd Layer Subsidiary

Fintelligence Data Science Private Limited (Subsidiary of Mufin Technologies Private Limited)

Mufin Green infra Limited (Subsidiary of Mufin Green Finance Limited) (Upto December 25, 2025)

Mufin Green Leasing Private Limited (Subsidiary of Mufin Green Finance Limited)

Other related parties with whom transactions have taken place during the year.

LKP Securities Limited (up to March 28, 2025)

MKM Share & Stock Brokers Limited (up to March 28, 2025)

Bhavana Holding Private Limited (up to March 28, 2025)

Keynote Fincrop Limited (up to March 28, 2025)

Mapple Leaf Trading & Service Limited (up to March 28, 2025)

Sea Glimpse Investments Private Limited (up to March 28, 2025)

M/s. L.K Panday (up to March 28, 2025)

Alpha Commodity Private Limited (up to March 28, 2025)

Key Management Personnel	Nature of relationship
Umesh Aggarwal	Whole Time Director w.e.f. March 28, 2025
Kapil Garg	Non- Executive Director w.e.f. March 28, 2025
Gunjan Jain	Non- Executive & Women Director w.e.f. March 28, 2025
Manoj Kumar Bhatt	Independent Director w.e.f. March 28, 2025
Hemant Bhageria	Independent Director w.e.f. March 28, 2025
Meenu Sharma	Independent Director w.e.f. April 03, 2025
Mahendra V. Doshi	Executive Chairman & Managing Director Upto March 31, 2025
Sajid Mohamed	Independent Director Upto March 31, 2025
Dara kalyaniwala	Independent Director (w.e.f July 01, 2024)and Upto March 31, 2025
Saseekala Nair	Independent Director (w.e.f July 01 2024)and Upto March 31, 2025
Pratik M. Doshi	Non-Executive Director (upto March 31, 2025)
Dinesh Waghela	Non-Executive additional Director (upto March 31, 2025)
Vineet N. Suchanti	Independent Director (upto March 31, 2024)
Anjali Suresh	Independent Director (upto July 16, 2024)
Mustak Ali	Chief Financial Officer w.e.f. March 28, 2025
Ruby Chauhan	Company Secretary w.e.f March 28, 2025 and upto November 13, 2025
Rishi Arya	Company Secretary w.e.f November 14, 2025
G B Innani	G.M Legal & Company Secretary Upto March 31, 2025
S S Gulati	Head - Corporate Affairs Upto March 31, 2025

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

(ii) Transactions with Related parties:

Particular	March 31, 2026	March 31, 2025
Remuneration to Key Management Personnel		
Key Management Personnel	**16.69**	**186.96**
Mahendra V Doshi	-	124.01
S.S. Gulati	-	39.02
Girish Inani	-	23.93
Ruby Chauhan	-	-
Rishi Arya	3.28	-
Mustak Ali	13.42	-
Interest Income	**1,149.26**	**12.70**
LKP Securities Limited	-	1.62
Alpha Commodity Private Limited	-	2.86
Mufin Green Finance Limited	459.34	8.22
Hindon Mercantile Limited	135.42	-
Mufinpay Payment Solutions Private Limited	551.02	-
Mufin Technologies Private Limited	0.20	-
Vouchargram India Private Limited	3.29	-
Interest expenses	**13.25**	**-**
Hindon Mercantile Limited	13.02	-
Mufin Green Finance Limited	0.23	-
Rent paid	**101.76**	**-**
Mufin Green Finance Limited	101.76	-
Brokerage and Depository Charges Paid	**-**	**123.63**
LKP Securities Limited	-	123.63
Loans given	**70,279.76**	**5,650.00**
LKP Securities Limited	-	1,650.00
Mufin Green Finance Limited	36,898.62	4,000.00
Hindon Mercantile Limited	7,836.14	-
Mufinpay Payment Solutions Private Limited	23,395.00	
Mufin Technologies Private Limited	150.00	-
Vouchagram India Private Limited	2,000.00	-
Repayment Received of Loan Given	**70,169.32**	**1,791.48**
LKP Securities Limited	-	1,650.00
Alpha Commodity Private Limited	-	141.48
Hindon Mercantile Limited	3,875.70	-
Mufin Green Finance Limited	40,898.62	-
Mufinpay Payment Solutions Private Limited	23,395.00	
Vouchagram India Private Limited	2,000.00	
Loans taken	**4,100.00**	**-**
Hindon Mercantile Limited	3,400.00	-
Mufin Green Finance Limited	700.00	-
Loans Repaid	**4,100.00**	**-**
Hindon Mercantile Limited	3,400.00	-
Mufin Green Finance Limited	700.00	-

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Particular	March 31, 2026	March 31, 2025
Sale of Non- Current Investment	**-**	**5,342.62**
LKP Securities Limited	-	798.45
M/s. L.K Panday	-	3,296.28
Sea Glimpse Investments Private Limited	-	1,247.89
Purchase of Non- Current Investment	**26,025.00**	**-**
Mufinpay Payment Solutions Private Limited	26,025.00	-
Assignment of receivables	**-**	**500.00**
Sea Glimpse Investments Private Limited		500.00
Advance Received against sale of investment	**-**	**39.20**
Sea Glimpse Investments Private Limited	-	39.20
Corporate Guarantee given	**-**	**-**
LKP Securities Limited (Debt outstanding against guarantee ₹ 815.00 Lakhs)	-	-
Directors sitting fees paid	**3.70**	**16.00**
Sajid Mohamed	-	3.00
Pratik M. Doshi	-	3.00
Dinesh Waghela	-	3.50
Dara kalyaniwala	-	3.50
Saseekala Nair	-	2.50
Smt. Anjali Suresh		0.50
Hemant Bhageria	1.30	-
Manoj Kumar Bhatt	1.20	-
Meenu Sharma	1.20	-
Reimbursement of expenses	**1.29**	**-**
Hindon Mercantile Limited	1.29	-
Voucher/Gift card Purchased	**14,868.18**	**-**
Vouchagram India Private Limited	14,868.18	-
Service Charges	**3.67**	**-**
Vouchagram India Private Limited	3.67	-
Software Purchased	**1,994.71**	**-**
Hindon Mercantile Limited	1,994.71	-

Outstanding balance as on	March 31, 2026	March 31, 2025
Director Remuneration / Commission Payable	**1.84**	**27.29**
Mahendra V. Doshi	-	27.29
Rishi Arya	0.72	-
Mustak Ali	1.12	-
Corporate Guarantee given		
LKP Securities Limited (Debt outstanding against guarantee ₹ 1,355.00 Lakhs (March 31, 2025: 1,355.00 Lakhs)	3,000.00	3,000.00
Other advances/ Other receivables		
LKP Securities Limited	-	111.22
Trade Payable		
Hindon Mercantile Limited	1.29	-
Vouchagram India Private Limited	1,214.66	-

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

Outstanding balance as on	March 31, 2026	March 31, 2025
Loan Given		
Mufin Green Finance Limited	-	4,000.00
Hindon Mercantile Limited	3,960.44	-
Mufin Technologies Private Limited	150.00	-
Interest Receivables		
Mufin Green Finance Limited	-	7.40
Hindon Mercantile Limited	49.30	-
Mufin Technologies Private Limited	0.18	-

Transaction pertaining to purchase and sale of securities exchange platforms are not considered lin above disclosure

48 EARNINGS PER SHARE

Particular	March 31, 2026	March 31, 2025
Profit after tax (₹ In Lakhs)	2,181.30	181.88
Weighted average number of equity shares		
- for Basic Earnings per share	6,90,29,860	7,40,15,223
- for Diluted Earnings per share	6,90,29,860	7,40,15,223
Face value of equity share (₹/ share)	10	10
Basic earnings per share (₹)	**3.16**	**0.25**
Diluted Earnings per share (₹/share)	**3.16**	**0.25**

49 RECONCILIATION BETWEEN OPENING AND CLOSING BALANCES IN THE BALANCE SHEET FOR LIABILITIES ARISING FROM FINANCING ACTIVITIES AS REQUIRED BY IND AS 7 "STATEMENT OF CASH FLOWS" IS AS UNDER:

Particular	As at March 31, 2025	Cash Inflows	Cash outflows	Non Cash Changes		As at March 31, 2026
				Interest Accrued	Other Charges	
Borrowings	3,596.65	4,235.00	(4,109.98)	-	(3,596.65)	125.02
Lease Liability	2.76				(2.76)	-

Particular	As at March 31, 2024	Cash Inflows	Cash outflows	Non Cash Changes		As at March 31, 2025
				Interest Accrued	Other Charges	
Borrowings	8,445.64	-	(4,848.99)	-	-	3,596.65
Lease Liability	7.20	-	(4.92)	0.49	-	2.76

50 The Group, has no long-term contracts including derivative contracts having material foreseeable losses as at March 31, 2026 except below-

Details of open interest (short) in Shares

Particular	Quantity		Provision for mark to market (loss)/ profit	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Name of Shares/ Securities				
Ef Rblbank April 24, 2025	-	10,17,500.00		10.79
Total	**-**	**10,17,500.00**	**-**	**10.79**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

51 As per section 135 of the Companies Act, 2013, ₹ 51.00 Lakhs (2025 : ₹ 95.57 Lakhs) is required to be spent by the Group during the year ended March 31, 2026 on Corporate Social Responsibility (CSR).

S.no.	Particular	March 31, 2026	March 31, 2025
(i)	Amount required to be spent by the Group during the year	50.84	95.57
(ii)	Amount of expenditure incurred	51.00	95.57
(iii)	Shortfall at the end of the year	-	-
(iv)	Total of previous years shortfall	Nil	Nil
(v)	Reason for shortfall	N.A.	N.A.
(vi)	Nature of CSR activities	Promoting education,Pathology Lab and Hospital focused on providing affordable, high-quality healthcare to underserved communities.	Relief & rehabilitation of the disabled person and conducting ENT surgery, Medical Treatment, Prevent the occurrence of blindness, Upliftment of Eco- Socio Backward Society by providing Education and Self- Employment. Education activities and rural development.
(vii)	Details of related party transactions e.g. contribution to a Trust controlled by the Group in relation to CSR expenditure as per relevant Accounting Standard	-	-
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	No Provision	No Provision

52 **DIVIDEND RECOMMENDATION:**

The Group has not proposed dividend on equity shares during the year March 31, 2026

53 As at March 31, 2026, unclaimed dividends amounting to ₹ 4.39 lakhs and ₹ 6.25 lakhs pertaining to the financial years 2017-18 and 2018-19, respectively, have remained unclaimed for a period of more than seven years. Out of which, ₹ 6.25 lakhs pertaining to the financial year 2018-19 is outstanding for transfer to the Investor Education and Protection Fund (IEPF) as at March 31, 2026.

54 There are no transactions during the year with struck off companies as at March 31, 2026.

55 The Group has not traded or invested in crypto currency or Virtual currency during the year.

56 No proceedings have been initiated or are pending against the Group as at March 31, 2026, for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016), as amended and rules made thereunder.

57 The Group has availed borrowings from banks and financial institutions (including NBFCs) secured against current assets and term deposits with banks. As per the terms of the respective borrowing arrangements, the Group is not required to submit quarterly returns or statements to the respective banks and financial institutions in respect of such borrowings.

58 The Group has not been declared wilful defaulter by any bank, financial institution or lender as at March 31, 2026.

59 The Group has complied with number of layers of companies as per the provisions of Companies Act, 2013.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

60 During the year, no scheme of arrangements in relation to the Group has been approved by the competent authority in terms of Section 232 to 237 of the Companies Act, 2013.

61 During the year the Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of Group (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or behalf of the ultimate beneficiaries.

62 During the year the Group has not received any fund from any person(s) or entity(ies) including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall (i) directly or indirectly lend or invest in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the funding party (ultimate beneficiaries) or (iii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

63 The Group does not have any unrecorded transactions in the books of account which have been surrendered or disclosed as Income during the year in the tax assessment under the Income Tax Act, 1961.

64 The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year ended March 31, 2026.

65 There are no charges or satisfaction which are pending to be registered with the Registrar of Companies as on March 31, 2026.

66 RATIO

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% Variance	Remarks
Current Ratio (in times)	Current Assets	Current Liabilities	6.42	8.61	(25.45%)	The ratio decreased primarily due to an increase in current liabilities during the year.
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.00	0.10	(97.52%)	The ratio decreased due to repayment/reduction in borrowings during the year.
Debt-Service Coverage Ratio (in times)	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + alike expenses	Interest & Lease Payments + Principal Repayments	99.43	3.17	3036.31%	The ratio improved significantly due to increase in profit during the current year.
Return On Equity ratio (in %)	Profit after Tax	Average Shareholder's Equity	0.05	0.01	914.50%	The ratio improved significantly due to increased in profit during the current year.
Inventory Turnover ratio (in times)	Sale of Services	Average Inventory	NA	NA	NA	Not applicable since there was no inventory held during the current and previous.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% Variance	Remarks
Trade receivables turnover ratio (in times)	Sale of Services	Avg. Accounts Receivable	54.36	NA	NA	Ratio is not comparable as there were no trade receivables in the previous year
Trade payables turnover ratio (in times)	Net Credit Purchases	Average Trade Payables	1.95	NA	NA	Ratio is not comparable as there were no trade payables in the previous year.
Net capital turnover ratio (in times)	Revenue from Operations	Working Capital	2.56	-	NA	Ratio is not comparable due to nil revenue from operations in the previous year. (refer the note 29)
Net Profit Ratio (in %)	Profit after Tax	Revenue from Operations	0.06	-	0.00%	Since the Profit increased in the current year.
Return on capital employed (ROCE) (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.06	0.01	321.11%	Since there is increased in Capital Employed during the financial year.
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	(0.06)	0.00	(2068.43%)	The variance is primarily due to increase in investments during the year.

67 THE CONSOLIDATED STATEMENTS OF THE GROUP INCLUDES SUBSIDIARIES AND ASSOCIATES LISTED IN THE TABLE BELOW:

S. No.	Name of Company	Relationship with Group	Principal activities	Country of incorporation	% of equity interest	
					As at March 31, 2026	As at March 31, 2025
1	Gyftr Limited (Formerly Known as LKP Finance Limited)	Holding Company	Gift voucher and Rewards business.	India	100.00%	100.00%
2	Bond Street Capital private limited (refer the note 71(i))	Wholly Subsidiary Company (Up to March 26, 2025)	Investment and financing activities	India	0.00%	0.00%
3	Mufinpay Payment Solution Private Limited.*	Associate Company	Gift voucher and Rewards business.	India	25.63%	0.00%

*During the financial year 2025–26, the Holding Company acquired an aggregate 25.63% equity stake in Mufinpay Payment Solutions Private Limited through multiple tranches. Pursuant to the acquisition, the Holding Company obtained significant influence over the investee in accordance with Ind AS 28 – Investments in Associates and Joint Ventures. Accordingly, Mufinpay Payment Solutions Private Limited became an associate of the Holding Company with effect from December 12, 2025. The investment in the associate is accounted for using the equity method in accordance with Ind AS 28 and other applicable Ind AS

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

68 ADDITIONAL INFORMATION, AS REQUIRED IN CONSOLIDATED FINANCIAL STATEMENTS AS PER SCHEDULE III TO THE COMPANIES ACT, 2013.

Name of the entity in the Group	As at March 31, 2026							
	Net Assets, i.e., total assets minus total Liabilities		Share in (loss)/income		Share in other Comprehensive (loss)/income		Share in total Comprehensive income/ (loss	
	As a % of Consolidated net asset	Amount	As a % of Consolidated Profit and Loss	Amount	As a % of Consolidated Profit and Loss	Amount	As a % of total consolidated comprehensive income	Amount
Holding company								
Gyftr Limited (Formerly Known as LKP Finance Limited)	99.29%	48,180.92	84.31%	1,838.97	100.09%	79.37	84.86%	1,918.35
Associate Company								
Mufinpay Payment Solution Private Limited	0.00%	0	15.69%	342.33	-0.09%	-0.07	15.14%	342.27
Add/(Less): Inter Group Consolidated Adjustment	0.71%	342.27	0.00%	-	0.00%	-	0.00%	-
Total	**100.00%**	**48,523.19**	**100.00%**	**2,181.30**	**100.00%**	**79.30**	**100.00%**	**2,260.61**

Name of the entity in the Group	As at March 31, 2025							
	Net Assets, i.e., total assets minus total Liabilities		Share in (loss)/income		Share in other Comprehensive (loss)/income		Share in total Comprehensive income/ (loss	
	As a % of Consolidated net asset	Amount	As a % of Consolidated Profit and Loss	Amount	As a % of Consolidated Profit and Loss	Amount	As a % of total consolidated comprehensive income	Amount
Holding company								
Gyftr Limited (Formerly Known as LKP Finance Limited)	100.00%	38,595.18	567.59%	1,032.34	106.07%	(1,276.62)	23.91%	(244.28)
Wholly owned subsidiary								
Bond Street Capital private limited	-	-	197.33%	358.91	(6.07%)	73.06	(42.28%)	431.97
Add/(Less): Inter Group Consolidated Adjustment	-	-	(664.93%)	(1,209.37)	0.00%	-	0.00%	(1,209.37)
Total	**100.00%**	**38,595.18**	**100.00%**	**181.88**	**100.00%**	**(1,203.56)**	**100.00%**	**(1021.68)**

69 INVESTMENT IN ASSOCIATE – MOVEMENT

Particular	As at March 31, 2026	As at March 31, 2025
Opening carrying amount	-	-
Add: Investment made during the year	26,025.00	-
Add/(Less): Share of profit/(loss) of associate	342.33	-
Add/(Less): Share of OCI of associate	(0.07)	-
Less: Dividend received	-	-
Closing carrying amount	26,367.26	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2026

70 SUMMARISED FINANCIAL INFORMATION- ASSOCIATE

Particular	As at March 31, 2026	As at March 31, 2025
Non Current Assets	25,786.37	
Current Assets	42,912.18	-
Non-current liabilities	8,145.87	-
Current liabilities	30,713.59	-
Revenue from Operation	2,52,060.00	-
Profit or loss from continuing operations.	792.78	-
Other comprehensive income	0.30	-
Total comprehensive income	793.08	-

71 EXCEPTIONAL ITEMS

(i) Disposal of Subsidiary

Pursuant to the approval of the shareholders through postal ballot on October 19, 2024, the Group divested its investments in its wholly owned subsidiary Bond Street Capital Private Limited (BSCPL) comprising 9,95,000 equity shares to LKP Securities Limited , Sea Glimpse Investments Private Limited and LK Pandey (Partnership Firm), promoter group entities, of the Group for aggregate consideration of ₹ 4012.43 Lakhs. The control over the subsidiary ceased from March 26, 2025, and it has accordingly been excluded from consolidation from that date. The gain/loss on disposal has been recognised in the Consolidated Statement of Profit and Loss.

Particular	Amount
Net Asset as at the date of disposal	4,151.30
Less: Consideration paid	4,012.43
Less: Goodwill	143.00
Gain/(loss) on derecognition of subsidiary	(281.87)

(ii) The Group has filed claim with the Official Liquidator of United Breweries (Holdings) Limited (under liquidation) for an amount recoverable of ₹ 3,181.20 Lakhs. The Group's claim for enforcement of its lien on 6,71,560 equity shares of United Spirits Limited pertaining to the said recovery is pending before DRT Bangalore. During the year, the Group have assigned these receivables to a related party (promoter group entity) viz. Sea Glimpse Investments Private Limited, for ₹ 500.00 Lakhs, as approved by the shareholder through postal ballot on March 09, 2024. The amount of ₹ 500 Lakhs, received on such assignment, has been disclosed as exceptional item.

72 CHANGE IN OBJECTIVE CLAUSE

The Holding Company had applied for surrender of its Certificate of Registration (CoR) as a Non-Banking Financial Company (NBFC) issued by the Reserve Bank of India (RBI) in the month of October 2025. The said application was approved by the RBI vide Order No. RTG-06 dated March 20, 2026, pursuant to which the NBFC license of the Holding Company stands surrendered/cancelled with effect from March 20, 2026.

Post surrender of the NBFC license, the Holding Company is primarily engaged in the gift voucher and rewards business. Accordingly, the Holding Company has evaluated the applicability of the relevant provisions of the Companies Act, 2013, Indian Accounting Standards and Schedule III requirements based on the revised nature of operations.

Accordingly, the Group has changed the presentation of its consolidated financial statements from Division III of Schedule III to Division II of Schedule III to the Companies Act, 2013, and the financial statements have been prepared accordingly. Further, the comparative figures for the previous year have also been regrouped/reclassified and presented in accordance with Division II of Schedule III to the Companies Act, 2013.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2026

73 CHANGE IN REVENUE FROM THE OPERATION

Pursuant to the surrender/cancellation of the Certificate of Registration (CoR) as a Non-Banking Financial Company (NBFC) and consequent change in the nature of operations of the Holding Company, income relating to erstwhile NBFC activities, including interest income and other ancillary income from financing activities, has been presented under "Other Income" instead of "Revenue from Operations" in the financial statements for the year ended March 31, 2026, in line with the requirements of Division II of Schedule III to the Companies Act, 2013 and the revised presentation adopted by the group.

Accordingly, comparative figures for the previous year have also been regrouped/reclassified, wherever considered necessary.

74 CHANGE IN NAME OF THE HOLDING COMPANY

The name of the Holding Company has been changed from LKP Finance Limited to Gyftr Limited with effect from April 06, 2026. The said change was approved by the shareholders through postal ballot dated March 15, 2026, and the Registrar of Companies (ROC) issued a fresh Certificate of Incorporation dated April 06, 2026 pursuant to the change in name.

75 NON-APPLICABILITY OF RBI REGULATIONS

Pursuant to the surrender/cancellation of the Certificate of Registration (CoR) as a Non-Banking Financial Company (NBFC) by the Reserve Bank of India (RBI) with effect from March 20, 2026, the Holding Company is no longer registered as an NBFC and accordingly, the provisions, prudential norms and disclosure requirements applicable to NBFCs prescribed by the RBI are no longer applicable to the Group from the effective date of surrender.

Accordingly, RBI-specific prudential disclosures applicable to NBFCs and disclosed in the previous year financial statements have not been considered applicable and hence have not been included in the current year financial statements. Previous year figures/disclosures pertain to the period during which the Group operated as an NBFC and, therefore, may not be strictly comparable.

76 The Group is using accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. Further, no instance of audit trail feature being tempered with has been noticed during the year in respect of the accounting software

77 FOREIGN CURRENCY EARNING, EXPENDITURE AND OUTGO-

Foreign expenditure and outgo-

Particular	March 31, 2026	March 31, 2025
Consultancy fees	351.16	-

CIF Value of Import- Nil (March 31, 2025: Nil)

Foreign currency earning- Nil (March 31, 2025:Nil)

78 The figures of previous periods/year have been regrouped/reclassified whenever considered necessary.

In terms of our Report of even date attached

For and on behalf of the Board
Gyftr Limited (Formerly Known as LKP Finance Limited)

For PARV AND CO.
Chartered Accountants
Firm Registration Number: 29852N

Partner: Jyoti Rani
Membership Number: 553495

Place :Delhi
Date : May 29, 2026

Umesh Aggarwal
Whole Time director
DIN : 03109928

Kapil Garg
Director
DIN : 01716987

Rishi Arya
Company Secretary & Compliance officer
Membership No. A 73634

Mustak Ali
Chief Financial Officer

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