November 27, 2026

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

Scrip Code: 507912

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

Symbol: GYFTR

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/Ma'am,

Please find attached the Postal Ballot Notice dated November 27, 2026, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process ("e-voting") for:

1. Approval of material related party transactions with Mufin Green Finance Limited
2. Approval of material related party transactions with Hindon Mercantile Limited
3. Approval of material related party transactions with Mufinpay Payment Solutions Private Limited

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. The e-voting facility will be available during the following period:

Commencement of e-voting	Saturday, November 28, 2026 at 9:00 A.M.
End of e-voting	Sunday, December 27, 2026 at 5:00 P.M.

The Postal Ballot Notice is also available on the Company's website at https://gyftrltd.com/

This is for your information and records.

For **GYFTR Limited**
(Formerly known as LKP Finance Limited)
TISHA LAMBA
Digitally signed by TISHA LAMBA
Date: 2026.11.27 11:31:06 +05'30'
Tisha Lamba
Company Secretary and Compliance Officer

Encl: as above

GYFTR LIMITED

(Formerly known as LKP Finance Limited)

Reg Off: 203 Embassy Centre, Nariman Point, Mumbai, Maharashtra-400021
Corporate Off: 200, 2nd Floor Best Sky Tower, Netaji Subhash Place, Pitampura, New Delhi-110034
E-mail: cs@gyftrltd.com, **Website:** gyftrltd.com
CIN: L74900MH1984PLC032831, **Phone No.:** 011-43094300

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (the "SEBI Listing Regulations"), General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December 2020, General Circular No. 10/2021 dated 23 June 2021, General Circular No. 20/2021 dated 8 December 2021, General Circular No. 03/2022 dated 5 May 2022, General Circular No. 11/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023, General Circular No. 09/2024 dated 19 September 2024 and including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of Gyftr Limited (the "Company") through Postal Ballot, by way of remote e-voting ("e-Voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), is annexed hereto for your consideration.

The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating e-Voting to enable the Members to cast their votes electronically. The e-Voting will commence on Saturday, November 28, 2026 (9:00 A.M. (IST)) and end on Sunday, December 27, 2026 (5:00 P.M. (IST)).

Members are requested to carefully read the instructions provided in this Notice and vote accordingly on the proposed resolution.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, on November 13, 2026, has appointed M/s. Abhay K & Associates, Company Secretaries, as the Scrutinizer for scrutinizing the Postal Ballot (e-Voting process) in a fair and transparent manner.

The Scrutinizer will submit the results of the e-Voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-Voting, who shall counter sign the same. The

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Postal Ballot (e-Voting process) results will be submitted within 2 (two) working days from conclusion of the e-Voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at https://gyftrltd.com/, on the website of the National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-Voting, by the requisite majority of Members by means of Postal Ballot, i.e., on Tuesday, December 29, 2026.

PROPOSED RESOLUTIONS:

1. **APPROVAL OF 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/ 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 Rs. 100 Crores (Rupees 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."

2. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH HINDON MERCANTILE 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 Hindon Mercantile 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 Hindon Mercantile Limited and remaining outstanding at any one point in time shall not exceed Rs. 1000 Crores (Rupees One Thousand 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."

3. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MUFINPAY PAYMENT SOLUTIONS 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**:

GYFTR LIMITED

(Formerly known as LKP Finance Limited)
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Corporate Off: 200, 2nd Floor Best Sky Tower, Netaji Subhash Place, Pitampura, New Delhi-110034
E-mail: cs@gyftrltd.com, **Website:** gyftrltd.com
CIN: L74900MH1984PLC032831, **Phone No.:** 011-43094300

"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 Mufinpay Payment Solutions 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 Mufinpay Payment Solutions Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 100 Crores (Rupees 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."

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

Tisha Lamba
Company Secretary & Compliance Officer
M. No. A80180

Date: 27-11-2026
Place: Delhi

GYFTR LIMITED

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.

2. In terms of Section 110 of the Act read with Rule 20 and Rule 22 of Rules, the business set out in the notice above is set to be passed through postal ballot, by way of remote e-voting process.

3. This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, November 20, 2026 and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on Friday, November 20, 2026, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Depositories / Depository Participants/ Registrar and Share Transfer Agent, shall be entitled to vote in relation to the Resolution specified in this Notice.

4. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., Friday, November 20, 2026. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.

5. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the relevant Circulars issued by the Ministry of Corporate Affairs ("the MCA Circulars"), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited ("NSDL"). The instructions for electronic voting are annexed to this Notice.

6. Members have option to vote either through e-voting or through physical Postal Ballot Form. If a member has opted for e-voting, then he/she/they should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated as INVALID.

7. E-voting will be available **from 9.00 a.m. (IST) on Saturday, November 28, 2026 upto 5.00 p.m. (IST) on Sunday, December 27, 2026**. The e-voting module shall be disabled by NSDL for voting after the abovementioned time. Members are requested to refer to instructions for e-voting, appended to this Notice.

8. During the e-voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the Resolution. Once the vote on the Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

9. Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Resolution are not less than three times the number of votes cast against the Special Resolution.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

1. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated, and the Company will also not be under any obligation to provide physical copies upon specific request of any Member(s).

   The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository(ies)/ Depository Participant(s), as on Friday, November 20, 2026, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants. Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Adroit Corporate Services Private Limited, our Registrar and Share Transfer Agent ("RTA") (in case of Shares held in physical form).

2. Members holding shares in physical mode and who have not registered / updated their email addresses are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Adroit Corporate Services Private Limited on its website at (www.adroitcorporate.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Aadhar Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to https://gyftrltd.com/ Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company https://gyftrltd.com/ and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nse.in)

3. The result of voting on the Resolution will be declared within 2 (two) working days from conclusion of the e-Voting period to the stock exchanges in accordance with the SEBI Listing Regulations at the Registered Office of the Company and will also be displayed on the website of the Company https://gyftrltd.com/ besides being communicated to the Stock Exchanges and NSDL.

4. **INSTRUCTIONS FOR VOTING**

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CIN: L74900MH1984PLC032831, **Phone No.:** 011-43094300

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and MCA Circulars, the Members are provided with the facility to cast their vote electronically through e-Voting services provided by NSDL on the resolution set forth in this notice.

The e-Voting shall commence on **Saturday, November 28, 2026 (09:00 a.m. IST)** and end on **Sunday, December 27, 2026 (05:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be

	re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are 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 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-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. 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 & New System Myeasi 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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
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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,

last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhaycsjha@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other

than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Rahul Rajbhar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@gyftrltd.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@gyftrltd.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

GYFTR LIMITED

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CIN: L74900MH1984PLC032831, **Phone No.:** 011-43094300

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Resolution mentioned in this Postal Ballot Notice is given below:

ITEM NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH 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 Rs. 100 crores. Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 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. Mufin Green Finance Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Company is in the business of Non-Banking Financing Activities and is engaged in financing climate-sustainable products. It provides loans for income generation through Electric Vehicles and Electric Charging Infrastructure
(A2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its	M/s. Mufin Green Finance Limited is a group company of Gyftr Limited. **Nature of Concern**: Financial

<table>
<tr><td></td><td>concern (financial or otherwise) and the following:</td><td></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>Not Applicable</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>Not Applicable</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>Not Applicable</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>Rs. 380.58 Crores
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 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 – September 26)</td><td>Rs. 0.12 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</td><td>Not Applicable</td></tr>
</table>

	last financial year.	
(A4)	**Amount of the proposed transaction(s)**	
1	Amount of the proposed transactions being placed for approval in the meeting of the ~~Audit Committee~~/shareholders	Not exceeding Rs. 100 Crores (Rupees One Hundred Crores)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	25.23%
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)	Not Applicable
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.	47.55%

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<table>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year</td><td><table><tr><th>Particulars</th><th>FY 2025-26 (Rs. in Lakhs)</th></tr><tr><td>Turnover</td><td>21,029</td></tr><tr><td>Profit after Tax</td><td>2,827</td></tr><tr><td>Net-worth</td><td>57,470</td></tr></table></td></tr>
<tr><td>(A5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Purchase and Sale of Securities/Units</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>The Listed Entity proposes to purchase investments from the Related Party in the ordinary course of business.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The tenure for proposed transactions with Mufin Green Finance Limited is financial year 2026-27.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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</td><td>The Value of proposed transactions with Mufin Green Finance Limited in the financial year 2026-27 is expected to be upto Rs. 100 Crore.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>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.</td></tr>
<tr><td>7</td><td>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</td><td>Not Applicable</td></tr>
</table>

	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making	Not Applicable
(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.	Not Applicable
2.	Basis of determination of price.	Not Applicable
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice)*, 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?	Not Applicable
(B3)	**Investment made by the listed entity or its subsidiary**	
1	Source of funds in connection with the proposed transaction.	Internal accruals and/or available liquid resources of the Company
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other	No financial indebtedness is to be incurred specifically for the purpose of the proposed investments.

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3	Purpose for which funds shall be utilized by the investee company	The proposed transaction pertains to the Purchase and Sale of Securities/Units from Mufin Green Finance Limited. Accordingly, no funds will be received or utilized by the Investee Company pursuant to the said transaction.
4	Material terms of the proposed transaction	Acquisition of Securities/Units on such terms and conditions as may be mutually agreed between the parties and as approved by the Audit Committee/Board of the Company.
(C2)	**Disclosure *only* in case of transactions relating to any investment made by the listed entity or its subsidiary**	
1	Latest credit rating of the related party *Note:* a. *Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This shall be applicable in case of investment in debt securities*	Not Applicable, as the proposed transaction does not involve investment in debt securities.
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

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. 1 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 1 be passed as an **Ordinary Resolution.**

None of the Directors, or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH HINDON MERCANTILE 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 Hindon Mercantile Limited upto an amount of Rs. 1000 crores. Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 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. Hindon Mercantile Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Related Party is engaged in the business of financing commercial and other enterprises, including providing loans, working capital, project finance, guarantees and other financial facilities. Further, the Related Party is engaged in investment and trading in securities and other financial instruments.
(A2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related	**Relationship:** The related party is the Promoter of the Company. **Nature of Concern:**

<table>
<tr><td></td><td>party – including nature of its concern (financial or otherwise) and the following:</td><td>Financial</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 Listed entity does not hold any shares in the related party, however Mr. Kapil Garg, promoter of the company holds 38.15% of shares of Hindon Mercantile Limited</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>Not Applicable</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>Hindon Mercantile Limited holds 49.97% shares of the Company.</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>Rs. 133.81 Crores
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (In crores)</th></tr>
<tr><td>1</td><td>Loans and Advances</td><td>78.36</td></tr>
<tr><td>2</td><td>Interest Income</td><td>1.35</td></tr>
<tr><td>3</td><td>Borrowings</td><td>34.00</td></tr>
<tr><td>4</td><td>Interest and other expense</td><td>0.14</td></tr>
<tr><td>5</td><td>Software Purchased</td><td>19.95</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 - September 26)</td><td>Rs. 5.91 Crores</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation</td><td>Not Applicable</td></tr>
</table>

<table>
<tr><td></td><td>undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td></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 Rs. 1000 Crores (Rupees One thousand 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>252.30%</td></tr>
<tr><td>4</td><td>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)</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>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.</td><td>35.83%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year</td><td>
<table>
<tr><th>Particulars</th><th>FY 2025-26 (Rs. in Lakhs)</th></tr>
<tr><td>Turnover</td><td>4,226</td></tr>
<tr><td>Profit after Tax</td><td>142</td></tr>
<tr><td>Net-worth</td><td>30,616</td></tr>
</table>
</td></tr>
</table>

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(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. sale, purchase or supply of goods or services; ii. Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits)
2	Details of each type of the proposed transaction	The companies will be involved in sale and purchase of goods and services and providing 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 Hindon Mercantile 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 Hindon Mercantile Limited in the financial year 2026-27 is expected to be upto Rs. 1000 Crore.
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 Hindon Mercantile Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Hindon Mercantile 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:	Hindon Mercantile Limited is the promoter of the Company
	(a) Name of the director / KMP	Not Applicable
	(b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable

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9	Other information relevant for decision making	Not Applicable
(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.	
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	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Not Applicable
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 &	Not Applicable

	security coverage ratio	
9	The purpose for which the funds will be utilized 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	Not Applicable
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.	Not Applicable
3	In addition, state the following:	Not Applicable
	(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. 2 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 2 be passed as an **Ordinary Resolution.**

None of the Directors, or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 3: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MUFINPAY PAYMENT SOLUTIONS 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 Mufinpay Payment Solutions Private Limited upto an amount of Rs. 100 crores. Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 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. Mufinpay Payment Solutions Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the	The Related Party is engaged in the business Payment

	related party	Aggregator and Payment Gateway in term of the regulations promulgated by the Reserve Bank of India, providing multiple secure/source online and offline payment systems and solutions to merchants and related activities.
(A2)	**Relationship and ownership of the related party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	**Relationship:** The related party is the Associate of the Company. **Nature of Concern:** Financial
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company hold 25.63% shares in the related party.
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	The related party does not hold any shareholding in the company.
(A3)	**Details of previous transactions with the related party**	

GYFTR LIMITED

(Formerly known as LKP Finance Limited)

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Corporate Off: 200, 2nd Floor Best Sky Tower, Netaji Subhash Place, Pitampura, New Delhi-110034
E-mail: cs@gyftrltd.com, **Website:** gyftrltd.com
CIN: L74900MH1984PLC032831, **Phone No.:** 011-43094300

<table>
<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>Rs. 497.71 Crores
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (In crores)</th></tr>
<tr><td>1</td><td>Loans and Advances</td><td>233.95</td></tr>
<tr><td>2</td><td>Interest Income</td><td>5.51</td></tr>
<tr><td>3</td><td>Investment</td><td>260.25</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 - September 26)</td><td>Rs. 0.51 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>Not Applicable</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 Rs. 100 Crores (Rupees One 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</td><td>Yes</td></tr>
</table>

<table>
<tr><td></td><td>material RPT?</td><td></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>25.23%</td></tr>
<tr><td>4</td><td>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)</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>3.97%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year</td><td><table><tr><th>Particulars</th><th>FY 2025-26 (Rs. in Lakhs)</th></tr><tr><td>Turnover</td><td>1,659</td></tr><tr><td>Profit after Tax</td><td>1,246</td></tr><tr><td>Net-worth</td><td>26,305</td></tr></table></td></tr>
<tr><td>(A5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of</td><td>Sale, purchase or supply of goods or services</td></tr>
</table>

	goods/services, purchase of goods/services, giving loan, borrowing etc.)	
2	Details of each type of the proposed transaction	The Listed Entity proposes to engage in Sale, purchase or supply of goods or services with the Related Party in the ordinary course of business.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The tenure for proposed transactions with Mufinpay Payment Solutions 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 Mufinpay Payment Solutions Private Limited in the financial year 2026-27 is expected to be upto Rs. 100 Crore.
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 Mufinpay Payment Solutions 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 Mufinpay Payment Solutions 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:	Mufinpay Payment Solutions Private Limited is the associate of the Listed Entity.
	(a) Name of the director / KMP	Not Applicable
	(b) Shareholding of the director / KMP, whether direct or indirect, in the	Not Applicable

	related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making	Not Applicable
(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.	Not Applicable
2	Basis of determination of price.	Not Applicable
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?	Not Applicable

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.

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The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 for approval by the members of the Company.

The Board recommends that the resolution set out at item no. 3 be passed as an **Ordinary Resolution.**

None of the Directors or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

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

Tisha Lamba
Company Secretary & Compliance Officer
Membership No.: A80180

Date: 27-11-2026
Place: Delhi