CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ABACUS LIFESTYLE BRANDS LIMITED (FORMERLY KNOWN AS "ABACUS LIFESTYLE BRANDS PRIVATE LIMITED")HELD ON THURSDAY, SEPTEMBER 10, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT HOUSE NO.B-102,VIBHUTI KHAND ,GOMTI NAGAR, LUCKNOW,UTTAR PRADESH,INDIA-226010.

INITIAL PUBLIC OFFER ("IPO") OF EQUITY SHARES OF THE COMPANY.

The Chairman informed the Board of Directors ("Board") of Abacus Lifestyle Brands Limited (the "Company") about the proposal to undertake an initial public offer of the equity shares having a face value of Rs.10/- each of the Company ("Equity Shares"), comprising a fresh issue of Equity Shares by the Company (the "Issue" or the "Offer"), and to list the Equity Shares on one or more of the recognised Stock Exchanges including the SME Platforms in India. The size, structure and other terms of the Issue shall be determined by the Board (which expression shall include any duly constituted committee thereof) in consultation with the Book Running Lead Manager(s) appointed for the Issue ("BRLM"), and such other intermediaries and advisors as may be appointed, subject to prevailing market conditions, applicable laws, regulatory requirements and receipt of such statutory, regulatory and other approvals, permissions and sanctions as may be necessary. The Company proposes to undertake the Issue and list its Equity Shares at an appropriate time, as may be determined by the Board in consultation with the BRLM.

In connection with the Offer, the Company will be required, *inter alia*, to prepare and execute various documents and agreements, including, but not limited to, engagement letters, the registrar agreement, depositories' agreements, the offer agreement among the Company, the Book Running Lead Manager(s) ("BRLM"), the underwriting agreement, market making agreement , advertisement agency agreement, the syndicate agreement, the monitoring agency agreement, the cash escrow agreement, the sponsor bank agreement and the share escrow agreement, as may be applicable. Accordingly, it is proposed to authorize the Board (which expression shall include any duly constituted committee thereof) of the Company to negotiate, finalize, execute and deliver such documents and agreements, and to undertake all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with the Offer, for and on behalf of the Company, subject to the applicable provisions of law and receipt of all necessary statutory and regulatory approvals.

After detailed deliberations and discussions, the Board, having considered the proposal, passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(a), 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (collectively referred to as the "Companies Act"), the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, other applicable laws, regulations, policies or guidelines including any foreign investment law, policy, notification, circular, clarification or guideline in India prescribed by the Government of India, the SEBI, or any other competent authority from time to time, (collectively referred to as the "Applicable Laws"), and all other applicable laws, rules, regulations, circulars, notifications and guidelines in force, the provisions of the Memorandum and Articles

B-102, Vibhuti Khand,
Gomti Nagar,
Lucknow-226010
Ph.: 0522-4007566/88

of Association of the Company, and subject to the approval of the shareholders of the Company by way of a Special Resolution passed at the general meeting and such other approvals, consents, permissions and sanctions

as may be necessary from the Securities and Exchange Board of India ("SEBI"), the Stock Exchange(s), the Department of Industrial Policy and Promotion ("DIPP"),, Ministry of Commerce and Industry, Government of India ("MoCI"), the SEBI, the Reserve Bank of India ("RBI"), the Registrar of Companies Uttar Pradesh I, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), and such other statutory, regulatory or governmental authorities and other appropriate parties, including the lenders of the Company, if required, consent of the Board of Directors of the Company be and is hereby accorded to create, offer, issue and allot equity shares of face value of Rs. 10/- (Rupees Ten only) each by way of an Initial Public Offer ("IPO") comprising a fresh issue together with an offer for sale of equity shares aggregating up to Rs. 60,00,00,000/- (Rupees Sixty Crores only) ("Issue"), through "Fresh Issue" together with or without an offer for sale by certain existing shareholders of the Company, for up to such number of Equity Shares held by them that are eligible for the offer for sale in accordance with the SEBI ICDR Regulations ("Offer for Sale" and such shareholders, the "Selling Shareholders"; the Offer for Sale together with the Fresh Issue, the "Issuc"),with an option to the Company to retain an over-subscription to the extent of 10% of the Issue Size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment) in terms of the SEBI ICDR Regulations at such price, including premium, if any, and on such terms and conditions as may be determined by the Company and Selling Shareholders (which expression shall include any duly constituted committee thereof) in consultation with the Book Running Lead Manager(s) ("BRLM"), legal counsel, and other intermediaries/advisors appointed in connection with the Issue, in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws, and to list the equity shares proposed to be issued pursuant to the IPO on one or more recognised stock exchanges in India, including the SME Platform of such stock exchange(s), as may be determined by the Board."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any duly constituted committee thereof) be and is hereby authorized to negotiate, finalize, approve, execute and deliver all such agreements, deeds, documents, applications, declarations, undertakings, engagement letters, amendments, supplements, notices, corrigenda and other writings, and to obtain or grant such consents, approvals, permissions, confirmations and authorizations as may be necessary or desirable in connection with the IPO, and to give such directions and instructions and to do all such acts, deeds, matters and things as may, in its absolute discretion, be considered necessary, desirable, proper or expedient for giving effect to this resolution , and settling any question, difficulty, doubt or issue that may arise in relation thereto, without requiring any further approval of the Board or the Members of the Company."

"RESOLVED FURTHER THAT subject to approval of members of the Company in general meeting and execution of definitive agreements, the board be and is hereby authorised to appoint, engage, finalise, and, where necessary, terminate the engagement of such intermediaries, including but not limited to the Book Running Lead Manager(s), Legal Counsel(s) to the Company, Legal Counsel(s) to the Book Running Lead Manager(s), Registrar to the Issue, Bankers to the Issue, Sponsor Bank, Syndicate Members, Brokers, Collecting Banks, Advertising Agency, Market Making Broker(s), Monitoring Agency (where applicable), Statutory Auditors, Peer Review Auditor(s), Due Diligence Professionals, , Self-Certified Syndicate Banks (SCSBs), Depositories, Credit Rating Agency (if required), , and such other consultants, experts, agencies and professionals as may be necessary or expedient for the successful implementation of the IPO.

RESOLVED FURTHER THAT the Board may invite the existing shareholders of the Company to participate in the Issue by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the Lead Manager, subject to the consent, approvals, permissions and sanctions of such concerned regulatory/statutory authorities, if and to the extent applicable, at a price to be determined, by the Company and the Selling Shareholder(s) in consultation with Lead Manager in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable laws, at such premium or discount or at par per Equity Share as permitted under Applicable Laws in consultation with the Lead Manager, in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to approval of members of the Company in general meeting, the Board of Directors of the Company (which term shall be deemed to include any duly constituted committee thereof) be and is hereby authorised, in consultation with the BRLM(s), Legal Counsel(s), Registrar to the Issue and such other intermediaries and advisors as may be appointed in connection with the IPO ,to determine, create, modify, alter or withdraw, as may be considered appropriate, the reservation, allocation and apportionment of the Equity Shares forming part of the IPO amongst various categories of investors, including Qualified Institutional Buyers ("QIBs"), including Anchor Investors (where permissible under the SEBI ICDR Regulations), Non-Institutional Investors ("NIIs"), Retail Individual Investors ("RIIs"), Eligible Employees (if any), Market Makers, and such other categories of eligible investors as may be permitted under applicable law.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any duly constituted committee thereof) be and is hereby authorized, in connection with and pursuant to the IPO, to make applications and seek approval including the in-principle approval, listing approval and trading approval for the equity shares of the Company on one or more recognised Stock Exchanges in India, including the SME Platform of such recognised Stock Exchange(s), and to do all such acts, deeds, matters and things as may be necessary, desirable, proper or expedient for obtaining such approvals and for giving effect to the listing and trading of the equity shares pursuant to the IPO.

RESOLVED FURTHER THAT the equity shares proposed to be issued pursuant to the IPO shall rank pari passu in all respects with the existing equity shares of the Company, including entitlement to dividend and voting rights.

RESOLVED FURTHER THAT the draft red herring prospectus ("DRHP"), red herring prospectus ("RHP"), prospectus, application forms, advertisements, publicity material and all other offer-related documents be and are hereby approved in principle and the same be finalized, modified and filed with SEBI, the Stock Exchange(s), the Registrar of Companies and such other authorities as may be required under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any duly constituted committee thereof) be and is hereby authorised to appoint and finalise the banker(s) to the Issue, open and operate the requisite public issue bank account(s), escrow account(s), sponsor bank account(s), public issue account(s), and such other bank accounts as may be required in connection with the IPO, and to execute all documents, forms, agreements, instructions and writings and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to comply with the requirements of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in the event of non-allotment to any applicant, the application monies shall be refunded or the funds shall be unblocked, as applicable under the ASBA mechanism, within such time as may be prescribed under the SEBI ICDR Regulations and other applicable laws, rules, regulations and circulars issued from time to time.

RESOLVED FURTHER THAT in the event of any delay in refund, unblocking or repayment of the application monies beyond the period prescribed under the applicable laws, the Company shall be liable to pay interest or such other compensation to the applicants at the rate and in the manner prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws, as may be applicable from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to delegate all or any of its powers conferred under the foregoing resolutions to any Director of the Company, the Company Secretary & Compliance Officer, or any duly constituted committee of the Board, or such other officer(s) or authorised representative(s) of the Company, in such manner and subject to such terms and conditions as the Board may deem fit, to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with the proposed Initial Public Offer ("IPO"), including, but not limited to, the following:

a. to determine and finalise the structure of the IPO, including the timing of the Issue, the number of Equity Shares to be offered, the Issue size, the Issue Price or Price Band, the face value, allocation structure and all other terms and conditions of the IPO, in consultation with the Book Running Lead Manager(s);

b. to prepare, finalise, approve, sign, execute and deliver the Draft Red Herring Prospectus ("DRHP"), the Red Herring Prospectus ("RHP"), the Prospectus, application forms, advertisements, due diligence certificates, declarations, undertakings, affidavits, powers of attorney, agreements, engagement letters, escrow agreements, underwriting agreements, market making agreements, syndicate agreements and all other deeds, documents, instruments and writings as may be necessary or desirable in connection with the IPO, including agreements with all intermediaries appointed for the Issue;

c. to make such alterations, modifications, amendments, additions or deletions to the DRHP, RHP, Prospectus and all other offer documents as may be required or suggested by the Securities and Exchange Board of India ("SEBI"), the recognised Stock Exchange(s), the Registrar of Companies, the Book Running Lead Manager(s), Legal Counsel(s) or any other statutory or regulatory authority;

d. to appoint, replace, remove or terminate the engagement of any intermediary, advisor, consultant, professional or agency in connection with the IPO and to finalise, negotiate, execute, amend or terminate the terms of their engagement;

e. to open, operate and close such bank accounts, escrow accounts, public issue accounts, sponsor bank accounts and such other accounts as may be required in connection with the IPO;

f. to withdraw, suspend, defer, postpone, abandon or revise the IPO, including the withdrawal of the DRHP, RHP or Prospectus, in consultation with the Book Running Lead Manager(s), if considered necessary, expedient or in the best interests of the Company or as may be required under applicable laws;

g. to make applications to, correspond with and obtain approvals, observations, permissions and listing and trading approvals from SEBI, the recognised Stock Exchange(s), the Registrar of Companies and all other statutory, regulatory and governmental authorities, and to seek listing and trading permission for the Equity Shares proposed to be issued pursuant to the IPO;

h. to determine the reservation, allocation and apportionment of Equity Shares among the various categories of eligible investors, including Qualified Institutional Buyers, Non-Institutional Investors, Retail Individual Investors, Eligible Employees (if any), Market Makers and such other categories as may be permissible under applicable laws;

i. to approve, publish and issue all statutory advertisements, notices, public announcements, corrigenda and communications required under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws in connection with the IPO;

j. to obtain, wherever required, the approvals, consents, waivers or no-objection certificates from banks, financial institutions, lenders, governmental authorities, regulators, contractual counterparties and such other persons or authorities as may be necessary in connection with the IPO;

k. to settle, resolve and decide all questions, difficulties, doubts or issues that may arise in relation to the IPO, including the Issue, allotment, listing, trading and all matters incidental or ancillary thereto, and to take such decisions as may be considered necessary or expedient;

l. to approve, incur and authorise all expenses relating to the IPO, including fees, commissions, brokerage, underwriting commission, market making fees, legal fees, registrar fees, advertising and marketing expenses, printing expenses, listing fees, regulatory fees and all other costs and expenses incidental to the IPO;

m. to determine, approve and appropriate the utilisation of the proceeds of the Fresh Issue in accordance with the objects of the Issue as disclosed in the Offer Documents and in compliance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and other applicable laws;

n. to do all such acts, deeds, matters and things, execute all documents, writings and instruments and give such directions as may be necessary, desirable or expedient to give effect to the foregoing resolutions and to successfully complete the IPO, including all matters incidental and ancillary thereto.

o. to negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the Board or may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board shall be conclusive evidence of the authority of the Board in so doing;

p. to approve the expenditure in relation to the Issue;

q. To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable laws to the officials of the Company;

r. to make applications for listing of Equity Shares on the Stock Exchange and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchange and to take all such other actions as may be necessary in connection with obtaining such listing;

s. to authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;

t. to withdraw the Draft Red Herring Prospectus / Draft Prospectus or the Prospectus or not to proceed with the Issue at any stage, if considered necessary and expedient, in accordance with Applicable laws;

u. to take all actions as may be necessary and authorize d in connection with the Offer for Sale and to approve and take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the Offer for Sale;

v. to take all actions as may be necessary in connection with the Issue, including extending the Issue period, allow revision of the Offer for sale portion in case the Selling Shareholders decides to revise it, in accordance with the Applicable laws;

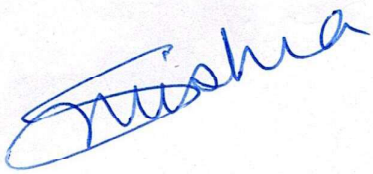
w. to accept and appropriate the proceeds of the Fresh Issue in accordance with Applicable Laws.

x. to decide with the Selling Shareholders and in consultation with the Lead Manager on the size, timing, pricing, reservation and all the terms and conditions of the Issue, including Issue Price, Issue period, and to accept any amendments, modifications, variations or alterations thereto;

y. To take all actions as may be necessary in connection with the Issue, including extending the Issue period, allow revision of the Offer for sale portion in case the Selling Shareholders decides to revise it, in accordance with the Applicable laws;

RESOLVED FURTHER THAT in relation to the Issue, any decision regarding the Issue may be made by the Company together with, or in consultation with the Selling Shareholders and the Lead Manager as may be mutually agreed upon in terms of any agreement in connection with the Issue.

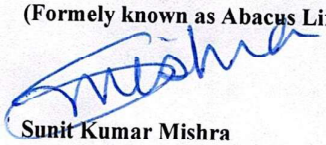
RESOLVED FURTHER THAT Mr. Sunit Mishra, Managing Director & Chairman (DIN-05124540) and Mrs. Ankita Gupta, Company Secretary & Compliance Officer, be and are hereby severally authorised to certify and issue certified true copies of this resolution and to forward, submit or furnish the same, to any person or authority as may be required in connection with the proposed IPO.



RESOLVED FURTHER THAT Mr. Sunit Mishra, Managing Director & Chairman (DIN: 05124540), and Mrs. Ankita Gupta, Company Secretary & Compliance Officer, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the foregoing resolutions, including but not limited to signing, executing and filing all forms, returns, applications, declarations, affidavits, undertakings, certificates, e-forms and other documents as may be required, making the necessary filings with the Registrar of Companies and any other statutory, regulatory or governmental authority, responding to queries, notices or observations received from such authorities, making such modifications, alterations, additions or amendments to any document, application or filing as may be required or suggested by the Registrar of Companies or any other competent authority, and to do all such further acts, deeds, matters and things as may be necessary or incidental for the purpose of giving effect to this resolution and ensuring compliance with the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws.

Certified True Copy

For and on behalf of Abacus Lifestyle Brands Limited
(Formely known as Abacus Lifestyle Brands Private Limited)



Sunit Kumar Mishra
Managing Director
DIN-05124540)