CIN: U74101UP2011PLC047839

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF MEMBERS OF ABACUS LIFESTYLE BRANDS LIMITED HELD ON WEDNESDAY,SEPTEMBER 23,2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT HOUSE NO. B-102, VIBHUTI KHAND, GOMTI NAGAR, LUCKNOW-226010-UTTAR PRADESH, INDIA

APPROVAL FOR UNDERTAKING AN INITIAL PUBLIC OFFER (IPO) OF EQUITY SHARES AND AUTHORIZING ALL ACTIONS IN CONNECTION THEREWITH

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(a), 42, 62(1)(c), 71 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), clarification(s), circular(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 Contracts (Regulation) Rules, 1957, 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, the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the applicable circulars, notifications, directions and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Ministry of Corporate Affairs, the Reserve Bank of India, the recognised Stock Exchange(s), and all other applicable statutory and regulatory authorities, the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions, sanctions and consents as may be required from SEBI, the recognised Stock Exchange(s), the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), lenders of the Company, if applicable, and/or any other statutory, governmental or regulatory authority, institution or body, and subject to such conditions and modifications as may be prescribed while granting such approvals, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any duly constituted Committee thereof) to create, offer, issue and allot Equity Shares of face value of ₹10/- (Rupees Ten only) each by way of an Initial Public Offer ("IPO"), comprising a Fresh Issue of Equity Shares aggregating up to Rs.60,00,00,000/- (Rupees Sixty Crores Only), at such price including premium, if any, and on such terms and conditions, in one or more tranches, if permissible, and at such time as may be determined by the Board in consultation with the Book Running Lead Manager(s), Legal Counsel(s) and such other intermediaries and advisors as may be appointed, 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 Exchange(s) in India, including the SME Platform thereof.

"RESOLVED FURTHER THAT the Members of the Company hereby authorise the Board of Directors of the Company (which expression shall include any duly constituted committee

thereof) 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 the 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 Members hereby authorise the Board (which term shall be deemed to include any duly constituted committee thereof), 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 consent of members be and is hereby accorded to the Board (which expression shall include any duly constituted committee thereof), 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 Board be and is hereby authorised to approve, adopt, finalise, modify, supplement and file the the draft red herring prospectus ("DRHP"), red herring prospectus ("RHP"), prospectus, application forms, advertisements, publicity material and all other offer-related documents 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 application monies received pursuant to the IPO shall be deposited in a separate bank account maintained in accordance with Section 40(3) of the

Companies Act, 2013 and the SEBI ICDR Regulations, and the Board be authorised to open and operate such public issue accounts, escrow accounts, sponsor bank accounts and other bank accounts as may be necessary in connection with the IPO, and in the event of non-allotment, refund or unblocking of application monies shall be effected in accordance with the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to approve the utilisation of the proceeds of the Fresh Issue in accordance with the Objects of the Issue as disclosed in the Offer Documents and to make such modifications in the deployment of the proceeds as may be permitted under applicable law.

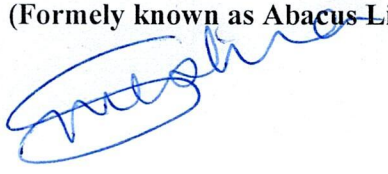
RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it under this Resolution to any Committee of the Board, any Director, the Company Secretary & Compliance Officer or any other officer(s) or authorised representative(s) of the Company upon such terms and conditions as it may deem fit and to sub-delegate such powers to the extent permitted under applicable laws.

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)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors of Abacus Lifestyle Brands Limited ("Company"), at its meeting held on September 10,2026, approved the proposal to undertake an Initial Public Offer ("IPO") of the Equity Shares of the Company having a face value of Rs.10/- (Rupees Ten only) each by way of a Fresh Issue aggregating up to Rs.60,00,00,000/- (Rupees Sixty Crores Only) and to list the Equity Shares on one or more recognised Stock Exchanges in India, including the SME Platform of such recognised Stock Exchange(s), subject to the approval of the Members and such other statutory, regulatory and governmental approvals as may be required.

The proposed Initial Public Offering ("IPO") is intended to strengthen the Company's capital base, facilitate the implementation of the objects of the Issue as shall be set out in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively, the "Offer Documents"), provide an exit and liquidity mechanism to eligible shareholders (to the extent applicable), enhance the Company's visibility, brand recognition and corporate image, broaden and diversify its shareholder base, enable listing and trading of the Equity Shares on one or more recognised Stock Exchanges in India, improve corporate governance standards and transparency through compliance with the applicable securities laws and listing regulations, establish a public market for the Equity Shares of the Company, and facilitate future growth, expansion, strategic initiatives and access to capital markets, thereby creating long-term value for the Company and its stakeholders.

The size, structure, timing, Issue Price or Price Band, number of Equity Shares to be issued, reservation and allocation among various categories of investors, and all other terms and conditions of the IPO will be determined by the Board of Directors of the Company (which expression shall be deemed to include any duly constituted committee thereof) in consultation with the Book Running Lead Manager(s) ("BRLM"), Legal Counsel(s) and such other intermediaries and advisors as may be appointed, subject to prevailing market conditions, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable laws.

For the purpose of implementing the IPO, the Company will be required to prepare, finalise, execute and file various Offer Documents and statutory documents, including the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP"), Prospectus, application forms, advertisements, publicity material, due diligence certificates, declarations, undertakings and other documents, and to enter into agreements with various intermediaries such as the Book Running Lead Manager(s), Registrar to the Issue, Legal Counsel(s), Bankers to the Issue, Sponsor Bank, Market Maker(s), Syndicate Members, Advertising Agency, Depositories, Self-Certified Syndicate Banks (SCSBs), Statutory Auditors, Peer Review Auditor(s), Due Diligence Professionals and such other intermediaries and professionals as may be required in connection with the IPO.

The Board is also proposed to be authorised to determine the reservation and allocation of Equity Shares among various categories of investors, including Qualified Institutional Buyers, Anchor Investors (where permissible), Non-Institutional Investors, Retail Individual Investors, Eligible Employees (if any), Market Makers and such other categories as may be permitted under applicable law.

The application monies received pursuant to the IPO shall be deposited in a separate bank account in accordance with Section 40(3) of the Companies Act, 2013 and the SEBI ICDR Regulations. The Board will also be authorised to open and operate such public issue accounts, escrow accounts, sponsor bank accounts and other bank accounts as may be necessary in connection with the IPO. In the event of non-allotment, refund or unblocking of application monies shall be made in accordance with the timelines prescribed under applicable laws.

The proposed Special Resolution further authorises the Board to negotiate, finalise and execute all agreements and documents, appoint or replace intermediaries, obtain all statutory and regulatory approvals, make applications and filings with the Securities and Exchange Board of India ("SEBI"), the recognised Stock Exchange(s), the Registrar of Companies and other authorities, seek approvals or consents from lenders and other stakeholders wherever required, incur and approve IPO-related expenditure, settle any questions, difficulties or doubts that may arise in relation to the IPO, delegate its powers to any Committee of the Board, Director or authorised officer(s) of the Company, and generally undertake all such acts, deeds, matters and things as may be necessary, desirable or expedient for successfully implementing and completing the IPO without requiring any further approval of the Members, to the extent permitted under applicable law.

Pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013, read with the SEBI ICDR Regulations and other applicable laws, the approval of the Members by way of a **Special Resolution** is required for undertaking the proposed IPO and authorising the Board to take all necessary actions in connection therewith.

Accordingly, the Board of Directors recommends the Special Resolution as set out in the Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their respective shareholding, if any, in the Company, and to the extent of the powers conferred upon them under the proposed Resolution.

