NOTICE OF THE 15th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 15th ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ABACUS LIFESTYLE BRANDS LIMITED (FORMERLY KNOWN AS ABACUS LIFESTYLE BRANDS PRIVATE LIMITED) (THE "COMPANY") WILL BE HELD ON 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, UTTAR PRADESH - 226010, INDIA

Ordinary Business:

1. **TO APPROVE THE DRAFT STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2025–26 AND AUDITOR'S REPORT THEREON.**

Special Business:

2. **AUTHORIZATION TO BOARD TO CREATE SECURITIES OVER THE PROPERTIES OF THE COMPANY FOR THE PURPOSE OF BORROWING IN THE TERMS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.**

   To consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution:

   "RESOLVED THAT in supersession of all resolutions passed in this regard earlier pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to sell, transfer, assign, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, , on such terms and conditions and for such consideration as may be determined by the Board, in the best interests of the Company.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all agreements, deeds, documents and other writings as may be necessary or expedient in connection with the aforesaid transaction and to do all such acts, deeds, matters and things as may be necessary, proper or incidental for giving effect to this resolution.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint and engage such advisors, consultants, valuers , legal counsel and other professionals as may be considered necessary in connection with the aforesaid transaction and to settle all questions, difficulties or doubts that may arise in relation thereto.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Director or Key Managerial Personnel of the Company, as it may deem appropriate, for giving effect to this resolution."

3. **TO BORROW UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.**

   To consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution:

   "RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and pursuant to the resolution passed by the Board of Directors of the Company, 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 Committee thereof or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to borrow, from time to time, whether in Indian Rupees or in any foreign currency, from any bank, financial institution, foreign lender, body corporate, entity, authority or other person, or by way of loans, credit facilities, syndicated loans, debentures, bonds, commercial papers, short-term loans, floating rate notes, fixed rate notes or any other

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

securities or instruments, or through credit from official agencies or by way of commercial borrowings from the private sector window of multilateral financial institutions, or otherwise, as may be permitted under applicable law and as may be considered appropriate by the Board, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium account, provided that the total amount so borrowed by the Board of Directors and outstanding at any point of time shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores only)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to determine, finalise and agree upon the terms and conditions of such borrowings, including, inter alia, the rate of interest, tenure, repayment terms, security and other terms and conditions as may be applicable, and to negotiate, finalise, execute and deliver all such agreements, deeds, documents, instruments and writings as may be required in connection therewith, and to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Committee of Directors or any other officer(s)/authorised representative(s) of the Company, to give effect to this resolution."

4. **PROPOSAL AS TO ADVANCING OF LOAN OR GIVING OF GUARANTEE OR ISSUING OF SECURITY FOR LOANS, IN COMPLIANCE WITH PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, pursuant to the resolution passed by the Board of Directors of the Company, and in supersession of all earlier resolution(s) passed by the Members of the Company in this regard, 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 Committee thereof or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to give loan(s), and/or to give guarantee or provide security in connection with loan(s) taken, by a person in whom Director(s) of the Company is/are interested within the meaning of Section 185(2) of the Act, up to an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only), outstanding at any point of time, on such terms and conditions, including rate of interest, tenure, repayment schedule and security, as the Board may deem fit, provided that the loan(s) so given shall be utilised by the Borrowing Entity for its principal business activities."

"**RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and is hereby authorised to determine, finalise and agree upon the terms and conditions of such loan, guarantee or security, including, inter alia, the rate of interest, tenure, repayment terms, security and other terms and conditions as may be applicable, and to negotiate, finalise, execute and deliver all such agreements, deeds, documents, instruments and writings as may be required in connection therewith, and to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Committee of Directors or any other officer(s)/authorised representative(s) of the Company, to give effect to this resolution."

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

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Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

5. **APPROVAL FOR GRANT OF LOAN(S), GIVING OF GUARANTEE OR PROVIDING SECURITY AND/OR MAKING INVESTMENT(S) UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, 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 Committee constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate,

PROVIDED THAT the aggregate of the loans and investments so far made, the amount for which guarantee or security has so far been provided in respect of loans to any other body corporate or person, together with the loans, investments, guarantees or securities proposed to be made or given by the Company, shall not, at any time, exceed **Rs. 500,00,00,000/- (Rupees Five Hundred Crore only)**, notwithstanding that such aggregate amount may exceed the limits prescribed under Section 186(2) of the Act, being sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company, or one hundred per cent of its free reserves and securities premium account, whichever is higher."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to decide, from time to time, the terms and conditions including the amount, tenure, rate of interest, security, repayment schedule and other terms of each such loan, guarantee, security or investment made pursuant to this resolution, as it may deem fit, in the interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required, and to delegate all or any of the powers herein conferred to any Director(s) or Committee of Directors or any officer(s)/authorised representative(s) of the Company, to give effect to this resolution."

6. **APPROVAL OF RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be required, 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 Committee thereof or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to enter into contract(s)/ arrangement(s)/ transaction(s), whether by way of one or more transactions, with related party(ies), as defined under Section 2(76) of the Companies Act, 2013, for sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of related party to any office or place of profit in the Company or its subsidiary or associate company, and/or

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

underwriting the subscription of any securities or derivatives thereof, of the Company, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) in aggregate during any financial year, notwithstanding that such contract(s)/ arrangement(s)/ transaction(s) may exceed the threshold limits laid down in Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, on such terms and conditions as may be mutually agreed upon between the Company and the related party(ies) concerned, in the ordinary course of business and on an arm's length basis.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Directors of the Company be and are hereby authorised to make the necessary entries in the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and to authenticate the entries made therein.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby severally authorised to finalise, settle and vary the terms and conditions of the above transaction(s), to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient, and to file the requisite e-forms with the Registrar of Companies, in order to give effect to this resolution and for matters connected therewith or incidental thereto."

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

To consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution:

"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

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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

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

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.

8. **ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Act"), read with the Companies (Management and Administration) Rules, 2014, and in compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, along with SEBI Circular No. HO/49/(17)2026-CFD-POD2/I/8965/2026 dated 8th April, 2026 (including any subsequent amendments or modifications thereto), and pursuant to the recommendation of the Board of Directors of the Company ("Board"), the consent of the Members of the Company be and is hereby accorded to amend the existing Articles of Association ("AoA") of the Company in the manner set out below:

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

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Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

To insert the following provisions as a new Article titled "Lock-in and Non-Transferability of Specified Securities" in the Articles of Association of the Company:

a) Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than promoters are required to be locked in under Regulation 17 of SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (i) subject to pledge; or (b) under freeze balance or safe keep balance, prior to the commencement of the Lock-in Period, the Company shall have the power to issue instructions to the Depositories within such timelines and manner as may be required under applicable law, including circulars issued by the Depositories, directing them to record such Equity Shares as "non-transferable" for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

b) In the event of invocation of the pledge on such Equity Shares by the pledgee or exercise of lien on such Equity Shares by any person pursuant to an order or directions of any court, tribunal, any government agency, SEBI or any other authority made or given under any law for the time being in force, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation or by such other person upon exercise of lien shall continue to remain locked-in in the account of the pledgee for the balance Lock-in Period.

c) In the event of release of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to remain locked-in in the account of the pledgor for the balance Lock-in Period.

For the purposes of this Article, (a) **"Lock-in Period"** means the period for which the entire pre-issue capital of the Company held by persons other than the promoters and equity shares specified under the proviso to Regulation 17(1) of the SEBI ICDR Regulations, in case of IPO, is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations; and (b) **"SEBI ICDR Regulations"** shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or re-enacted or replaced from time to time.

"RESOLVED FURTHER THAT the aforesaid amendments shall take effect and become operative from the date on which this Special Resolution is passed by the Members in the duly convened general meeting.

"RESOLVED FURTHER THAT the Articles of Association of the Company, as amended pursuant to this resolution, be and is hereby approved and adopted in substitution of, and to the exclusion of, the existing Articles of Association of the Company;

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any person(s) authorised by the Board in this behalf) be and is hereby authorised to take all such steps and actions and to do all such acts, deeds, matters and things as may be necessary, expedient, incidental or ancillary for giving effect to this resolution, including filing of the requisite forms and returns with the Registrar of Companies, the Stock Exchange(s), SEBI, the Depositories and any other regulatory or statutory authority, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further consent or approval of the Members.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

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For and on Behalf of the Board
ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as Abacus Lifestyle Brands Private Limited)

Sunit Kumar Mishra
Chairman & Managing Director
DIN: 05124540

Kalpana Mishra
Whole-Time Director
DIN: 05124534

Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010.
Date: 10,September 2026

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and on poll to vote instead of himself/ herself, and that a proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

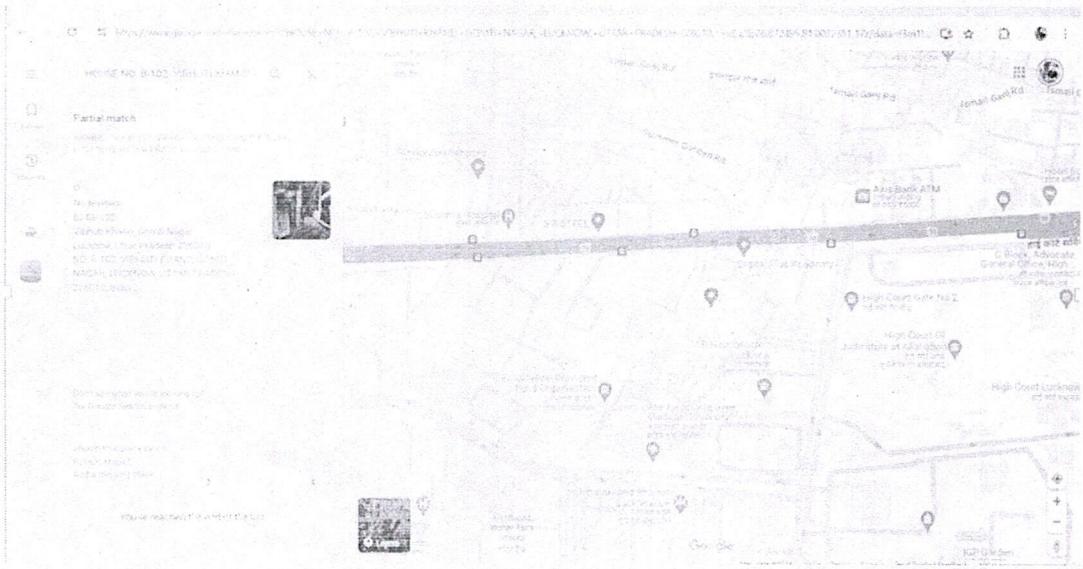
   A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of the proxy shall prove his identity at the time of attending the Annual General Meeting. Attendance Slip, Proxy Form, and the Route Map of the venue of the Meeting are annexed hereto.

2. Proxies, in order to be effective, should be duly completed, stamped, and must be deposited at the corporate office of the Company not less than 48 hours before the time for commencement of the meeting.

3. Members/Proxy Holders are requested to produce at the entrance, the attached Admission slip for admission to the meeting hall. Duplicate admission slips will not be provided at the hall.

4. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent landmark near the venue is the registered office at House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh - 226010, India.

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For and on Behalf of the Board
ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as Abacus Lifestyle Brands Private Limited)

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Sunit Kumar Mishra
Chairman & Managing Director
DIN: 05124540

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Kalpana Mishra
Whole-Time Director
DIN: 05124534

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

Item-2

The Company proposes to sell, transfer, assign, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company as part of its business strategy and to improve the overall efficiency of its operations.

The proposed transaction will help the Company unlock value from the undertaking, use its financial and other resources more efficiently and focus on its core business activities. It is also expected to provide the Company with greater flexibility to pursue its future growth plans.

In terms of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors is required to obtain the prior consent of the Members of the Company by way of a Special Resolution for selling, leasing or otherwise disposing of the whole or substantially the whole of an undertaking of the Company.

Accordingly, the Board of Directors, at its meeting held on September 10, 2026, approved the proposed transaction and recommended the Special Resolution set out in the accompanying Notice for the approval of the Members.

The Board shall be authorised to negotiate, finalise and execute the necessary agreements, deeds and other documents and to determine the terms and conditions, including the consideration for the proposed transaction, subject to applicable laws and approvals.

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

Item-3

The Company, in the ordinary course of its business, may be required to raise funds from time to time for meeting its working capital requirements, capital expenditure, business expansion, general corporate purposes and other requirements of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot borrow monies, where the monies to be borrowed, together with the monies already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, exceed the aggregate of its paid-up share capital, free reserves and securities premium account, except with the consent of the Members of the Company by way of a Special Resolution.

Considering the present and future business requirements of the Company and to provide adequate financial flexibility to the Company, it is proposed to obtain the approval of the Members pursuant to Section 180(1)(c) of the Act to enable the Board of Directors of the Company to borrow, from time to time, whether in Indian Rupees or in any foreign currency, from banks, financial institutions, financial agencies, body corporates, entities, authorities or other persons, by way of loans, credit facilities, syndicated loans, debentures, bonds, commercial papers, short-term loans, floating rate notes, fixed rate notes or any other securities or instruments or through any other permissible mode of borrowing, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as "Abacus Lifestyle Brands Private Limited")
CIN: U74101UP2011PLC047839
Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010
Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

Provided the total amount so borrowed and outstanding at any point of time shall not exceed Rs.500 Crores (Rupees Five Hundred Crores only).

The proposed borrowing limit is intended to provide the Company with sufficient headroom to meet its current and future financial requirements and to ensure that the Company is able to avail various funding opportunities as and when required.

The Board of Directors shall be authorised to determine, finalise and agree upon the terms and conditions of such borrowings, including the rate of interest, tenure, repayment terms, security and other terms and conditions, and to negotiate, finalise, execute and deliver all agreements, deeds, documents, instruments and writings as may be necessary in connection with such borrowings. The Board shall also be authorised to delegate the powers conferred under the proposed resolution to any Director(s), Committee of Directors, officer(s) or authorised representative(s) of the Company.

The Board recommends the Special Resolution set out in the accompanying Notice for approval of the Members.

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

Item-4

The Board of Directors of Abacus Lifestyle Brands Limited ("the Company"), at its meeting held on September 10,2026, approved the proposal to give loan(s) or to give guarantee or provide security in connection with loan(s) taken, by a person in whom Director(s) of the Company is/are interested within the meaning of Section 185(2) of the Companies Act, 2013 ("Act"), up to an amount not exceeding Rs. 100 Crores Only (Rupees One Hundred Crores only), outstanding at any point of time, subject to the approval of the Members of the Company by way of a Special Resolution.

Pursuant to the provisions of Section 185(2) of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014, a company may give loan (including loan represented by a book debt) or guarantee or provide security in connection with a loan taken by any person in whom any of the directors of the company is interested, subject to the passing of a Special Resolution by the Members in a general meeting and the disclosure of full particulars of the loan(s) given or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient, in the explanatory statement to the notice for the relevant general meeting.

Further since the Company is not presently giving any loan or providing any guarantee or security to any person in whom a director is interested, but the Company is contemplating an intended public offering, the Company is passing an enabling resolution. This resolution provides that at the time any such loan, guarantee, or security is actually provided, the Company shall pass a specific Board resolution in that regard, stating:

The name of the person to whom the loan, guarantee, or security is being given;

The nature and extent of the interest of the director concerned;

The maximum amount of loan, guarantee, or security involved;

The rate of interest and other terms and conditions;

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

The purpose for which the loan, guarantee, or security is proposed to be utilised;

An assurance regarding the financial position of the Company and confirmation that the amount will be utilised by the recipient in its ordinary course of business; and

Any other particulars, as applicable.

As on the date of this resolution, none of the Directors is interested in this resolution except to the extent of their shareholding in the Company. Further, at any time in the future, if at the time of giving the loan, guarantee, or providing security, any Director or Key Managerial Personnel (KMP) becomes interested, the same shall be specifically disclosed and mentioned in the relevant Board resolution passed for that purpose.

Item-5

Section 186(2) of the Companies Act, 2013 provides that, save as otherwise provided, no company shall, without the prior approval of the company by way of a Special Resolution passed at a general meeting, give any loan, give any guarantee, provide any security in connection with a loan, or make any investment in excess of sixty per cent of its paid-up share capital, free reserves and securities premium account, or one hundred per cent of its free reserves and securities premium account, whichever is more.

The Company, in the ordinary course of its business and growth strategy, may from time to time need to [extend loans to, give guarantees or provide security on behalf of, and/or make investments in, its subsidiaries, associates, joint ventures and/or other body corporates/persons, for purposes including funding working capital requirements, capital expenditure, business expansion and general corporate purposes].

To enable the Board to undertake such transactions on an ongoing basis without seeking Members' approval on a case-to-case basis, it is proposed to fix an overall umbrella limit of Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), within which the Board may grant loans, give guarantees, provide securities and/or make investments from time to time, notwithstanding that the said aggregate amount may exceed the limits otherwise prescribed under Section 186(2) of the Act.

The Board recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

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

Item-6

The Board of Directors of the Company, at its meeting held on September 10,2026, approved entering into contract(s)/arrangement(s)/transaction(s) with related party(ies)/firm(s)/company(ies), as defined under Section 2(76) of the Companies Act, 2013, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only), in aggregate during any financial year, subject to the approval of the Members of the Company by way of a Special Resolution.

As per Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, prior approval of the Members by way of a Special Resolution is required where the aggregate value of transactions to be entered into with related party(ies) exceeds the threshold limits prescribed

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

under the said Rule. Since the aggregate value of the proposed transactions may, during a financial year, exceed the prescribed threshold limits, the approval of the Members is being sought by way of the Special Resolution.

In the ordinary course of its business, the Company may, from time to time, undertake various transactions with its related parties, including sale, purchase or supply of goods or materials, buying or selling of property, leasing of property, availing or rendering of services, appointment to any office or place of profit, underwriting of securities and such other transactions as may be permissible under applicable laws. Such transactions are proposed to be undertaken on an arm's length basis and in the ordinary course of business of the Company.

The particulars of the proposed contract(s)/arrangement(s)/transaction(s), as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are set out below:

a) **Name of the Related Party and Nature of Relationship**

b) **Nature, Duration and Particulars of the Contract(s)/Arrangement(s)/Transaction(s)**

c) **Material Terms and Value, if Any**

d) **Any Advance Paid or Received**

e) **Manner of Determining Pricing and Other Commercial Terms**

f) **Whether All Factors Relevant to the Contract Have Been Considered**

g) **Any Other Information Relevant or Important for the Members**

The Board is of the opinion that the proposed transactions are in the best interests of the Company and are necessary for its business operations. Accordingly, the Board recommends the resolution set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding interest and/or association with the concerned related party(ies), is concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Special Resolution for approval by the Members.

Item-7

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

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as "Abacus Lifestyle Brands Private Limited")
CIN: U74101UP2011PLC047839
Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010
Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

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.

For ABACUS LIFESTYLE BRANDS LTD.



DIRECTOR

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.

Item-8

The Board of Directors of the Company ("Board"), at its meeting held on September 10,2026 approved, subject to the approval of the Members by way of a Special Resolution, the amendment of the existing Articles of Association ("AoA") of the Company, inter alia, to insert a a new Clause relating to lock-in and non-transferability of specified securities, as set out in the Special Resolution at Item No. 12 of the accompanying Notice.

The proposed amendments are being carried out to align the Articles of Association of the Company with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and SEBI Circular No. HO/49/(17)2026-CFD-POD2/I/8965/2026 dated 8th April, 2026, in connection with the proposed listing of the equity shares of the Company on the Stock Exchange(s), and to ensure that the Company is able to give effect to the lock-in and non-transferability requirements applicable to specified securities under the SEBI ICDR Regulations.

The salient features of the proposed amendments are summarised below:

To insert the following provisions as sub-clause (iv) immediately after sub-clause (iii) relating to transfer of shares :

A new Clause is proposed to be inserted to empower the Company to give effect to the lock-in requirements applicable to specified securities under the SEBI ICDR Regulations, including the ability to direct the relevant Depository to record such securities as "non-transferable" for the applicable lock-in period, particularly in situations such as pledge, freeze balance or safe-keep balance, where a conventional lock-in cannot otherwise be created or recorded. The clause also provides for continuation of the lock-in on invocation or release of pledge, notification requirements to lenders and pledgees, and the authority of the Board and its officers to issue necessary instructions and confirmations for implementing this mechanism.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at in the notice of agm, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out in the Notice for approval of the Members

For and on Behalf of the Board
ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as Abacus Lifestyle Brands Private Limited)

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Sunit Kumar Mishra
Chairman & Managing Director
DIN: 05124540

For ABACUS LIFESTYLE BRANDS LTD.
Kalpana
DIRECTOR

Kalpana Mishra
Whole-Time Director
DIN: 05124534

Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010.
Date: 10,September 2026

ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as "Abacus Lifestyle Brands Private Limited")
CIN: U74101UP2011PLC047839
Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010
Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74101UP2011PLC047839

Name of the Company: Abacus Lifestyle Brands Limited

Registered Office: B-102, Vibhuti Khand, Gomti Nagar, Lucknow – 226010, Uttar Pradesh

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No./Client Id: _____ DP ID: _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name: _____ Address: _____ E-mail Id: _____ Signature: _____, or failing him

2. Name: _____ Address: _____ E-mail Id: _____ Signature: _____, or failing him

3. Name: _____ Address: _____ E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on September 23, 2026 at 11:00 A.M. at the Registered Office of the Company at B-102, Vibhuti Khand, Gomti Nagar, Lucknow – 226010, Uttar Pradesh and at any adjournment thereof in respect of such resolutions as are indicated in the notice of the AGM:

Sr.No	Particulars of Resolution	Favour/Against
1.	TO APPROVE THE DRAFT STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2025–26 AND AUDITOR'S REPORT THEREON.	
2.	AUTHORIZATION TO BOARD TO CREATE SECURITIES OVER THE PROPERTIES OF THE COMPANY FOR THE PURPOSE OF BORROWING IN THE TERMS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.	
3.	TO BORROW UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013	
4.	PROPOSAL AS TO ADVANCING OF LOAN OR GIVING OF GUARANTEE OR ISSUING OF SECURITY FOR LOANS, IN COMPLIANCE WITH PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013.	
5.	APPROVAL FOR GRANT OF LOAN(S), GIVING OF GUARANTEE OR PROVIDING SECURITY AND/OR MAKING INVESTMENT(S) UNDER SECTION 186 OF THE COMPANIES ACT, 2013	
6.	APPROVAL OF RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013	
7.	APPROVAL FOR UNDERTAKING AN INITIAL PUBLIC OFFER (IPO) OF EQUITY SHARES AND AUTHORIZING ALL ACTIONS IN CONNECTION THEREWITH	
8.	ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY	

ABACUS LIFESTYLE BRANDS LIMITED
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Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

Signed this _____ day of _____ 2026.

Signature of Member: _____ Affix Revenue Stamp

Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ABACUS LIFESTYLE BRANDS LIMITED
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Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

ATTENDANCE SLIP

15th Annual General Meeting

Registered Folio No./DP ID & Client ID: _____
Name of the Member: _____
Name of the Proxy (if applicable): _____
No. of Shares held: _____

I hereby record my presence at the Annual General Meeting of the Company held at the Registered Office of the Company at B-102, Vibhuti Khand, Gomti Nagar, Lucknow – 226010, Uttar Pradesh on September 23,2026.

_____
Signature of Member/Proxy attending the Meeting

Note: Members/Proxies are requested to bring this Attendance Slip with them, duly filled in, and hand it over at the entrance of the meeting hall

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DIRECTORS REPORT

OF

ABACUS LIFESTYLE BRANDS LIMITED

FOR THE FINANCIAL YEAR 2025-26

NAMES OF DIRECTORS OF THE COMPANY WITH DIRECTOR IDENTIFICATION NUMBERS (DIN)

1. MR. SUNIT KUMAR MISHRA (DIN: 05124540)
2. MRS. KALPANA MISHRA (DIN: 05124534)
3. MR. SACHIN PATHAK (DIN: 08435763)
4. MR. NEHIL GAUTAM CHAND DUGAR (DIN: 08219699)
5. MRS. DIVYA NEMICHAND GUPTA (DIN: 10674411)

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

ABACUS LIFESTYLE BRANDS LIMITED
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Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

DIRECTORS' REPORT

To
The Members,
ABACUS LIFESTYLE BRANDS LIMITED
House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow,
Uttar Pradesh, India, 226010.
CIN – U74101UP2011PLC047839

Your Directors have the pleasure of presenting the Fifteenth Annual Report of the business and operations of the Company together with the Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2026.

1. FINANCIAL STATEMENTS &RESULTS:

a. FINANCIAL RESULTS

The Company's standalone and consolidated financial performance during the year ended 31st March, 2026, as compared to the previous financial year, is summarised below:

Amount in INR Lakhs (except EPS)

Particulars	Standalone FY 2025-26	Standalone FY 2024-25	Consolidated FY 2025-26	Consolidated FY 2024-25
Revenue from operations	25,156.38	21,464.71	25,156.38	21,464.71
Other income	313.70	105.09	313.70	105.09
Total income	**25,470.08**	**21,569.81**	**25,470.08**	**21,569.81**
Less: Total expenses	23,976.70	20,735.70	23,984.28	20,735.70
Profit before tax	**1,493.38**	**834.11**	**1,485.79**	**834.11**
Less: Current tax	442.94	255.76	441.03	255.76
Less: Tax of earlier years	2.01	72.64	2.01	72.64
Deferred tax charge / (credit)	(50.04)	(64.81)	(51.95)	(64.81)
Profit after tax	**1,098.48**	**570.52**	**1,094.71**	**570.52**
Attributable to owners of the Company	1,098.48	570.52	1,097.49	570.52
Attributable to non-controlling interest	-	-	(2.78)	-
Earnings per share (INR) – basic & diluted	6.28	3.26	6.27	3.26

Note: Consolidated figures for FY 2025-26 include the results of Abacus Automotive Private Limited from 1st December, 2025, the date on which it became a subsidiary. The Company had no subsidiary in FY 2024-25, hence consolidated figures for that year are the same as the standalone figures.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as "Abacus Lifestyle Brands Private Limited")
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APPROPRIATION (Standalone) – Amount in INR Lakhs

Particulars	FY 2025-26	FY 2024-25
Profit for the year	1,098.48	570.52
Interim Dividend	-	-
Final Dividend	-	-
Tax on distribution of dividend	-	-
Transfer to General Reserve	-	-
Balance in Statement of Profit & Loss carried to Balance Sheet	2,860.46	1,753.55

b. OPERATIONS:

During the year under review, the Company's standalone revenue from operations increased by 17.20% to INR 25,156.38 lakhs from INR 21,464.71 lakhs in the previous financial year. Total income, including other income of INR 313.70 lakhs, was INR 25,470.08 lakhs (previous year INR 21,569.81 lakhs). Profit before tax increased by 79.04% to INR 1,493.38 lakhs (previous year INR 834.11 lakhs) and profit after tax increased by 92.54% to INR 1,098.48 lakhs (previous year INR 570.52 lakhs). Basic and diluted earnings per share were INR 6.28 (previous year INR 3.26). On a consolidated basis, total income was INR 25,470.08 lakhs, profit before tax was INR 1,485.79 lakhs and profit after tax was INR 1,094.71 lakhs, of which INR 1,097.49 lakhs is attributable to the owners of the Company. The company is focusing heavily on paving the way for future development. Your Directors are hopeful to increase the commercial activities at large scale in the coming years and to achieve better financial results

To carry on the business of traders, fabricators, exporters, and importers of all kinds of clothing, readymade garments, raw material of textile and clothing, footwear, handbags, traveller bags, clocks, watches, artificial jewellery, beauty products, cutlery & their components and all accessories related to fabric & textile, cotton, and all accessories related to fashion & lifestyle products and otherwise. There was no change in the nature of the business of the Company during the year under review.

c. DIVIDEND:

With a view to conserving resources, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

d. UNPAID DIVIDEND & IEPF:

As the company has not declared any dividend till date, no amount is lying in the Unpaid Dividend Account of the company, and therefore the company has not transferred any amount to the Investor Education & Protection Fund (IEPF).

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

e. TRANSFER TO RESERVES:

The Company has not transferred any amount to the General Reserve. The entire profit for the year has been retained in the Statement of Profit & Loss, and the closing balance of Reserves & Surplus as at 31st March, 2026 is INR 2,982.57 lakhs (previous year INR 1,875.66 lakhs).

f. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the year under review, the Company acquired 51% of the equity share capital of M/s. Abacus Automotive Private Limited on 1st December, 2025 for INR 12.75 lakhs, pursuant to which it became a subsidiary of the Company. As on 31st March, 2026, the Company has one subsidiary, namely M/s. Abacus Automotive Private Limited, and does not have any associate or joint venture company. The Company also extended a loan of INR 11.20 lakhs to the subsidiary during the year. For the post-acquisition period, the subsidiary reported a loss before tax of INR 7.59 lakhs, which is included in the consolidated results .
In accordance with Section 129(3) of the Act, the Consolidated Financial Statements of the Company and its subsidiary form part of this Annual Report, and a statement containing the salient features of the financial statements of the subsidiary in Form AOC-1 is attached as Annexure -1

g. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of the provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

h. LOANS FROM DIRECTORS OR DIRECTORS' RELATIVES:

During the financial year under review, the Company availed unsecured loans from its Directors. The loan outstanding as at 31st March, 2026 was INR 85.23 lakhs from Mr. Sunit Kumar Mishra (previous year INR 376.90 lakhs) and Nil from Mrs. Kalpana Mishra (previous year INR 129.66 lakhs). During the year, loans of INR 607.81 lakhs were taken from, and INR 984.27 lakhs were repaid to, Mr. Sunit Kumar Mishra, and INR 167.46 lakhs were repaid to Mrs. Kalpana Mishra.

The Directors have furnished written declarations that these amounts were not given out of funds acquired by them by borrowing or accepting loans or deposits from others.

i. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES.

Since all related party transactions were undertaken on an arm's length basis and in the ordinary course of business, and there were no material contracts or arrangements with related parties requiring disclosure under Section 188(1) of the Companies Act, 2013, the particulars in Form

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

j. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure III** which forms part of this Report.
During the year under review, the Company had no foreign exchange earnings or outgo (previous year: Nil).

k. ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013, the Annual Return of the Company is available on the website of the Company at https://www.abacuslifestylebrands.com

l. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES:

During the year under review, the Company (i) acquired 51% of the equity share capital of Abacus Automotive Private Limited for INR 12.75 lakhs, thereby acquiring a controlling interest, and (ii) granted a loan of INR 11.20 lakhs to that subsidiary, which was outstanding as at 31st March, 2026. As at 31st March, 2026 the Company also held current investments in mutual funds of INR 472.11 lakhs and non-current investments of INR 421.46 lakhs (comprising fixed deposits of INR 375.13 lakhs, the investment in the subsidiary and other investments). The Company has not given any guarantee or provided any security in connection with a loan to any other body corporate or person. The loans and investments are within the limits prescribed under Section 186 of the Act

m. MATERIAL CHANGES AFTER THE END OF THE YEAR:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

n. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company regarding inefficiency or inadequacy of such controls.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as "Abacus Lifestyle Brands Private Limited")
CIN: U74101UP2011PLC047839
Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010
Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

As on 31st March, 2026, the Board of Directors comprised five Directors: Mr. Sunit Kumar Mishra (Chairman and Managing Director), Mrs. Kalpana Mishra (Whole-Time Director), Mr. Sachin Pathak (Non-Executive Director), and Mr. Nehil Gautamchand Dugar and Mrs. Divya Nemichand Gupta (Independent Directors). The Key Managerial Personnel of the Company under Section 203 of the Act are Mr. Sunit Kumar Mishra (Chairman and Managing Director), Mrs. Kalpana Mishra (Whole-Time Director), Mr. Manoj Kumar Srivastava (Chief Financial Officer) and Ankita Gupta (Company Secretary, Membership No. ACS 47984). During the financial year ended 31st March, 2026, there was no change in the composition of the Board of Directors and Key Managerial Personnel.

3. DISCLOSURES RELATED TO THE BOARD, COMMITTEES, AND POLICIES

a. BOARD MEETINGS:

The Board of Directors met seventeen (17) times during the financial year ended 31st March, 2026 in accordance with the provisions of the Companies Act, 2013, and rules made thereunder. The gap between any two consecutive meetings did not exceed 120 days. The details of the same are as mentioned hereunder: -

Sr. No.	Date of meeting	Names of Directors as on the date of meeting	Directors Present	Directors Absent
1.	26.05.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar	Mrs. Divya Gupta
2.	28.05.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs. Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil
3.	01.07.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil
4.	08.07.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mrs Divya Gupta	Mr. Nehil Dugar

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

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Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

5.	22.07.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil
6	02.09.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil
7	16.10.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil
8	11.11.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mrs Divya Gupta	Mr. Nehil Dugar
9	15.11.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil
10	02.12.2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar	Mrs Divya Gupta
11	14.01.2026	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mrs Divya Gupta	Mr. Nehil Dugar
12	20.01.2026	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil

For ABACUS LIFESTYLE BRANDS LTD.

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13	20.02.2026	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar	Mrs Divya Gupta
14	28.02.2026	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil
15	02.03.2026	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil
16	07.03.2026	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mrs Divya Gupta	Mr. Nehil Dugar
17	30.03.2026	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Nil

Attendance of Directors at Board meetings held during FY 2025-26: Mr. Sunit Kumar Mishra 17/17; Mrs. Kalpana Mishra 17/17; Mr. Sachin Pathak 17/17; Mr. Nehil Gautamchand Dugar 13/17; Mrs. Divya Nemichand Gupta 14/17.

b. Annual General Meeting (AGM).

Sr. No.	**Date of Annual General Meeting**	**Names of Directors as on the date of the meeting**	**Directors Present**	**Directors Absent**

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

1	30/09/2025	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak Mr. Nehil Dugar Mrs Divya Gupta	Mr. Sunit Kumar Mishra Mrs. Kalpana Mishra Mr. Sachin Pathak	Mr. Nehil Dugar and Mrs Divya Gupta

c. **COMMITTEES OF THE BOARD:**

(a) Audit Committee:

The Audit Committee has been constituted under Section 177 of the Act and comprises Mrs. Divya Nemichand Gupta (Independent Director), Mr. Nehil Gautamchand Dugar (Independent Director) and Mr. Sunit Kumar Mishra (Chairman and Managing Director), with a majority of Independent Directors. The details of the meeting held during the year are as follows:

Sr. No.	Date of Meeting	Names of Directors as on the date of the meeting	Directors Present	Directors Absent
1	02/09/2025	Mrs Divya Nemichand Gupta Mr. Nehil Gautamchnad Dugar Mr. Sunit Kumar Mishra	Mrs Divya Nemichand Gupta Mr. Nehil Gautamchand Dugar Mr. Sunit Kumar Mishra	Nil

There were no instances during the year where the Board did not accept any recommendation of the Audit Committee

(b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee (NRC) has been constituted under Section 178 of the Act and comprises Mrs. Divya Nemichand Gupta (Independent Director), Mr. Nehil Gautamchand Dugar (Independent Director) and Mr. Sachin Pathak (Non - Executive Director).The Committee met once during the financial year, as follows:

Sr. No.	Date of Meeting	Names of Directors as onthe date of the meeting	Directors Present	Directors Absent
1	26/05/2025	Mrs Divya Nemichand Gupta Mr. Nehil Gautamchnad Dugar Mr. Sachin Pathak	Mr. Nehil Gautamchnad Dugar Mr. Sachin Pathak	Mrs Divya Nemichand Gupta

(c) Corporate Social Responsibility (CSR) Committee:

The CSR Committee has been constituted under Section 135 of the Act and comprises comprises Mrs. Divya Nemichand Gupta (Independent Director), Mr. Nehil Gautamchand Dugar (Independent Director) and Mr. Sunit Kumar Mishra (Chairman and Managing

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Director).The Committee met once during the financial year, as follows:

Sr. No.	Date of Meeting	Names of Directors as onthe date of the meeting	Directors Present	Directors Absent
1	26/05/2025	Mrs Divya Nemichand Gupta Mr. Nehil Gautamchnad Dugar Mr. Sunit Kumar Mishra	Mr. Nehil Gautamchnad Dugar Mr. Sunit Kumar Mishra	Mrs Divya Nemichand Gupta

The Company has complied with the applicable Secretarial Standards in respect of all the above Board meetings.

d. RISK MANAGEMENT POLICY:

The Company has developed and implemented a Risk Management Policy and Guidelines to avoid events, situations, or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

e. NOMINATION AND REMUNERATION POLICY:

The Company has a Nomination and Remuneration Committee constituted in terms of Section 178 of the Companies Act, 2013. On the recommendation of the Committee, the Board has adopted a Nomination and Remuneration Policy which sets out the criteria for determining qualifications, positive attributes and independence of Directors, and the policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. Under the Policy, appointments are made on the basis of qualifications, expertise, experience and integrity, and remuneration is a combination of fixed pay and performance-linked incentive, having regard to the Company's performance, industry practice and the responsibilities of the role.

f. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to undertake CSR activities and has constituted a CSR Committee of the Board (details under 'Committees of the Board' above). The Board, on the recommendation of the CSR Committee, has adopted a CSR Policy

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

During FY 2025-26, the Company was required to spend INR 12.76 lakhs on CSR activities, being 2% of the average net profit of the three immediately preceding financial years (previous year: INR 7.99 lakhs). The Company incurred CSR expenditure of INR 7.99 lakhs during the year on eradicating hunger, poverty and malnutrition and promoting preventive health care (item (i) of Schedule VII), resulting in a shortfall of INR 4.77 lakhs. The shortfall does not relate to any ongoing project and will be transferred to a fund specified in Schedule VII within six months from the end of the financial year, i.e. by 30th September 2026, as required by Section 135(5) .

4. AUDITORS AND REPORTS

The matters related to Auditors and their Reports are as under:

a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2026:

The Report given by the Statutory Auditors on the financial statements of the Company forms part of this Annual Report. There are no qualifications, reservations or adverse remarks made by M/s. Rajiv Priyanka & Associates, Chartered Accountants, Statutory Auditors, in their report for the financial year ended 31st March 2026.

b. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, M/s. Rajiv Priyanka & Associates, Chartered Accountants, Lucknow, registered with the Institute of Chartered Accountants of India, vide FRN No. 006513C, were appointed as Statutory Auditors at the Thirteenth Annual General Meeting held in the year 2024 to hold office till the conclusion of the Eighteenth Annual General Meeting to be held in the year 2029.

c. MAINTENANCE OF COST RECORDS

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

d. REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143(12):

There were no instances of reporting of frauds by Statutory Auditors of the Company under Section 143(12) of the Act read with Companies (Accounts) Rules, 2014.

e. STATEMENT THAT THE COMPANY COMPLIES WITH SECRETARIAL STANDARDS:

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the

For ABACUS LIFESTYLE BRANDS LTD

DIRECTOR

Institute of Company Secretaries of India (ICSI)constituted under section 3 of the Company Secretaries Act, 1980.

f. APPLICATION OF SECRETARIAL AUDIT:

The provisions relating to the appointment of a Secretarial Auditor under Section 204 of the Companies Act, 2013 are applicable to the Company. Accordingly, the Company has appointed a Practising Company Secretary as the Secretarial Auditor for the financial year under review and obtained the Secretarial Audit Report in the prescribed Form MR-3.

5. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

No orders have been passed by any Regulator or Court or Tribunal that can have an impact on the going concern status and the Company's operations in the future.

b. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2026, the Board of Directors hereby confirms that:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b. such accounting policies have been selected and applied consistently, and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2026 and of the profit/loss of the Company for that year;

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

d. the annual accounts of the Company have been prepared on a going concern basis;

e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

c. DISCLOSURE REGARDING INTERNAL COMPLAINTS COMMITTEE:

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. The Company has zero tolerance towards sexual harassment at the workplace and has adopted a 'Prevention of Sexual Harassment' Policy (POSH) that is in line with the provisions of the Sexual Harassment of Women at

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder for prevention and redressal of complaints of sexual harassment at workplace, along with a structured reporting and redressal mechanism.

The Company has also constituted an Internal Complaints Committee, known as the POSH Committee to inquire into complaints of sexual harassment and recommend appropriate action. The POSH Policy is communicated to employees through, communication campaigns and other channels.

The details of the complaint on sexual harassment received during Financial Year 2025-26 are as follows:

Number of Complaints received : Nil
Number of Complaints disposed of. : Nil

d. Maternity Benefit Compliance:

The Company has duly complied with the provisions of the Maternity Benefit Act, 1961, including the amendments thereof. All eligible women employees are extended benefits as per the Act, such as paid maternity leave, nursing breaks, and where applicable, cash in lieu of crèche facilities. The Company ensures a safe and supportive working environment for all women employees during and post-maternity period.

e. MANAGERIAL REMUNERATION:

Disclosures pertaining to remuneration and other details as required under section 197(12) of the Companies Act, 2013, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

f. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

g. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

h. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT,2013:

The Company has not issued any equity shares under the Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

i. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT,2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

j. DISCLOSURE OF VIGIL MECHANISM:

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014, the Company has established a Vigil Mechanism / Whistle Blower Policy for Directors and employees to report genuine concerns, unethical behaviour, and actual or suspected fraud or violation of the Company's code of conduct. The mechanism provides adequate safeguards against victimisation and direct access to the Chairperson of the Audit Committee in appropriate cases, and is overseen by the Audit Committee. No complaint was received under the mechanism during FY 2025-26

k. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS PERFORMANCE AND THAT OF ITS COMMITTEE AND INDIVIDUAL DIRECTORS:

In terms of Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, the statement on the manner of formal annual evaluation in the Board's Report is required only for listed companies and public companies having paid-up share capital of INR 25 crore or more. As the paid-up share capital of the Company is INR 17.50 crore, this disclosure is not applicable. Nevertheless, the annual evaluation of the performance of the Board, its Committees and the individual Directors, including the Independent Directors, was carried out as required under Section 178(2) and Schedule IV of the Act .

l. INDEPENDENT DIRECTORS:

The Company has two Independent Directors, Mr. Nehil Gautamchand Dugar and Mrs. Divya Nemichand Gupta, in compliance with Section 149(4) of the Act read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Both have submitted declarations under Section 149(7) that they meet the criteria of independence under Section 149(6) and have confirmed their registration in the Independent Directors' Databank. In the opinion of the Board, they possess the requisite integrity, expertise and experience. During the year they were paid only sitting fees of INR 0.50 lakh each.

6. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors wish to place on record their appreciation of the valuable assistance and co-operation extended by the employees, customers, bankers and auditors.

For and on Behalf of the Board
ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as Abacus Lifestyle Brands Private Limited)

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

ABACUS LIFESTYLE BRANDS LIMITED
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Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Sunit Kumar Mishra
Chairman & Managing Director
DIN:05124540
Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Kalpana Mishra
Whole-Time Director
DIN: 05124534

Place: Lucknow
Date: 10,September 2026

ABACUS LIFESTYLE BRANDS LIMITED
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Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

Annexure 1

FORM AOC-1

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

Statement containing salient features of the financial statement of subsidiaries

Name of the Company: ABACUS LIFESTYLE BRANDS LIMITED

CIN: U74101UP2011PLC047839

Financial year ended: 31st March, 2026

Amount in INR Lakhs, except percentage of shareholding

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in INR)

Sl. No.	Particulars	Details
1	Sl. No.	1
2	Name of the subsidiary	**Abacus Automotive Private Limited** (CIN: U45300UP2025PTC237312)
3	The date since when subsidiary was acquired	01 December 2025 (date of incorporation)
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not different (first period: 01 Dec 2025 to 31 Mar 2026)
5	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR. Not applicable (not a foreign subsidiary)
6	Share capital	25.00
7	Reserves & surplus	(5.68)
8	Total assets	45.51
9	Total liabilities (excluding share capital and reserves & surplus)	26.19
10	Investments	Nil
11	Turnover	Nil
12	Profit / (loss) before taxation	(7.59)
13	Provision for taxation (current tax Nil; deferred tax credit of 1.91)	(1.91)
14	Profit / (loss) after taxation	(5.68)
15	Proposed dividend	Nil
16	% of shareholding	51.00% (1,27,500 equity shares of INR 10 each)

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

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Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010
Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

Notes:

1. Names of subsidiaries which are yet to commence operations: None

2. Names of subsidiaries which have been liquidated or sold during the year: None.

3. The figures are extracted from the audited financial statements of the subsidiary for the period 01 December 2025 to 31 March 2026, being its first financial period since incorporation, and are stated in INR Lakhs. Figures in brackets represent negative amounts.

4. The subsidiary is included in the Consolidated Financial Statements of the Company for FY 2025-26 from 01 December 2025.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of associates / joint ventures	Details
1	Latest audited Balance Sheet date	Not applicable
2	Date on which the associate or joint venture was associated or acquired	Not applicable
3	Shares of associate / joint ventures held by the company on the year end: (i) Number; (ii) Amount of investment in associates / joint venture; (iii) Extent of holding %	Not applicable
4	Description of how there is significant influence	Not applicable
5	Reason why the associate / joint venture is not consolidated	Not applicable
6	Net worth attributable to shareholding as per latest audited Balance Sheet	Not applicable
7	Profit / loss for the year: (i) Considered in consolidation; (ii) Not considered in consolidation	Not applicable

Notes:

1. Names of associates or joint ventures which are yet to commence operations: Not applicable.

2. Names of associates or joint ventures which have been liquidated or sold during the year: Not applicable.

The Company does not have any associate company or joint venture as on 31st March, 2026.

For and on Behalf of the Board
ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as Abacus Lifestyle Brands Private Limited)

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Sunit Kumar Mishra
Chairman & Managing Director
DIN:05124540
Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010.
Date: 10,September 2026

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Kalpana Mishra
Whole-Time Director
DIN: 05124534

ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as "Abacus Lifestyle Brands Private Limited")
CIN: U74101UP2011PLC047839
Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010
Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

ANNEXURE II
Form No. AOC-2

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

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

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

Particulars	Particulars	Particulars
(a) Name(s) of the related party and nature of relationship	-	-
(b) Nature of Contracts/arrangements/transactions	-	-
(c) Duration of the contracts / arrangements/transactions	-	-
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	-	-
(e) Justification for entering into such contracts or arrangements or transactions	-	-
(f) Date(s) of approval by the Board	-	-
(g) Amount paid as advances, if any	-	-
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-	-

2. Details of material contracts or arrangements or transactions at arm's length basis-Not Applicable

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any (Rs.)
Not Applicable						

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

ABACUS LIFESTYLE BRANDS LIMITED
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Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

For and on Behalf of the Board
ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as Abacus Lifestyle Brands Private Limited)

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Sunit Kumar Mishra
Chairman & Managing Director
DIN:05124540
Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010.
Date: 10,September 2026

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

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DIN: 05124534

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Website: abacuslifestylebrands.com
Email ID: sunitkumarmishra@gmail.com, Phone No.: 0522 4007588.

ANNEXURE III

DISCLOSURE PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	Not Applicable
Steps taken by the company for utilizing alternate sources of energy	Not Applicable
Capital investment on energy conservation equipment	There was no capital investment on energy conservation projects during the year.

(B) Technology absorption:

Efforts made towards technology absorption	The Company continues to give top priority to upgrade process technologies so as to achieve better results.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
• **Details of technology imported**	Nil
• **Year of import**	Not Applicable
• **Whether the technology has been fully absorbed**	Not Applicable
• **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof**	Not Applicable
Expenditure incurred on Research and	Nil

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Development	

(C) Foreign exchange earnings and Outgo:

	April 01, 2025 to March 31, 2026 *[Current F.Y.]*	**April 01, 2024 to March 31, 2025** *[Previous F.Y.]*
	Amount in Rs. Mn.	**Amount in Rs. Mn.**
Actual Foreign Exchange earnings	Nil	Nil
Actual Foreign Exchange outgo	Nil	Nil

For and on Behalf of the Board
ABACUS LIFESTYLE BRANDS LIMITED
(Formerly known as Abacus Lifestyle Brands Private Limited)

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Sunit Kumar Mishra
Chairman & Managing Director
DIN: 05124540

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Kalpana Mishra
Whole-Time Director
DIN: 05124534

Address: House No. B-102, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh, India, 226010.
Date: 10, September 2026

M/S RAJIV PRIYANKA & ASSOCIATES
(CHARTERED ACCOUNTANTS)
1st Floor, Uttam Palace, Sapru Marg, Lucknow, Uttar Pradesh, India, 226001| FRN: 006513C

Independent Auditor's Report

To the Members of Abacus Lifestyle Brands Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of ABACUS LIFESTYLE BRANDS LIMITED ("hereinafter referred to as the Parent Company"), and its subsidiary (Parent Company and its subsidiary together referred to as "Group") which comprise the consolidated balance sheet as at 31st March 2026, and the consolidated statement of Profit and Loss and consolidated statement of cash flows for the period then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March 2026, its profit/loss and its cash flows for the period then ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
	Nil	Nil

Information other than the financial statements and auditors' report thereon

The Parent Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the consolidated financial statements and our auditor's report thereon,

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

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. The respective Management and Board of Directors of the companies to the extent incorporated in India included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate respective companies or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Parent company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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



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

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books.

c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act and rules made thereunder.

e) On the basis of the written representations received from the directors of the parent company as on 31st March 2026 taken on record by the Parent's Board of Directors, none of the directors of Group companies incorporated in India are disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Parent Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"

g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, in our opinion and to the best of our information and according to the explanations given to us, the renumeration paid by the Parent company and it subsidiary to its directors during the period is in accordance with the provisions of Section 197 of the Act.

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

i. The Group does not have any pending litigations which would impact its financial position.

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

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The respected management of the Parent company and its subsidiary has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent company and its subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent company and its subsidiary("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respected management of the Parent company and its subsidiary has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Parent company and its subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent company and its subsidiary, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

v. No dividend has been declared or paid during the period by the Parent company or its subsidiary

vi. Based on our examination which included test checks, the Group has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

3. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Parent Company and its subsidiary included in the consolidated financial statements, to which reporting under CARO is applicable, no adverse/qualified remarks are noted.

For Rajiv Priyanka and Associates
Chartered Accountants
FRN: 006513C



CA Rajiv Agarwal
Partner
M No: 073268

Place: Lucknow
Date: 10th September, 2026
UDIN: 26073268ZESMTJ9151

Annexure 'A'

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

In conjunction with our audit of the consolidated financial statements of the Abacus Lifestyle Brands Limited as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of Abacus Lifestyle Brands Limited (hereinafter referred to as "the Parent Company") and such companies incorporated in India under the Act which are its subsidiary company as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent Company and its subsidiary which are companies incorporated in India, based on our audit.
We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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



Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Parent Company and its subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Parent Company and its subsidiary considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Rajiv Priyanka and Associates
Chartered Accountants
FRN: 006513C



CA Rajiv Agarwal
Partner
M No: 073268

Place: Lucknow
Date: 10th September, 2026
UDIN: 26073268ZESMTJ9151

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)
House No B-102, Vibhuti Khand Gomti Nagar, Lucknow UP 226010
CIN No.U74101UP2011PLC047839

CONSOLIDATED BALANCE SHEET

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Note No.	As At 31 March, 2026	As At 31 March, 2025
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,750.00	1,750.00
(b) Reserves & Surplus	3	2,981.58	1,875.66
(2) Minority Interest	4	9.47	-
(3) Non Current Liabilities			
(a) Long Term Borrowings	5	1,311.19	428.35
(b) Long term provision	6	168.54	127.70
(c) Other Non Current Liabilities	7	36.33	36.33
(4) Current Liabilities			
(a) Short-term Borrowings	8	7,306.20	5,755.70
(b) Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises	9	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		9,643.85	6,592.23
(c) Other Current Liabilities	10	587.73	335.69
(d) Short-term Provisions	11	485.80	270.06
TOTAL EQUTIY & LIABILITIES		**24,280.68**	**17,171.72**
II.ASSETS			
(1) Non-current assets			
(a) Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant and Equipment	12	4,046.31	2,539.69
(ii) Intangible assets		-	-
(b) Deffered Tax Asset	13	239.67	187.71
(c) Long Term Loans and Advances	14	305.88	436.92
(d) Other Non Current Asset	15	2,257.82	1,465.94
(e) Non Current Investments	16	408.71	248.35
(2) Current assets			
(a) Current Investment	17	472.11	426.96
(a) Inventories	18	13,976.69	9,912.95
(b) Trade Receivable	19	2,177.68	1,822.05
(c) Cash & Cash Equivalents	20	20.44	20.68
(d) Short-term loans and advances	21	375.38	110.47
TOTAL ASSETS		**24,280.69**	**17,171.72**
Corporate Information and Significant Accounting Policies	1		
Notes to Accounts	2 to 44		

This is the Balance Sheet referred to in our report of even date

The accompanying notes are integral part of financial statements

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268ZESMTJ9151

For and on behalf of the Board of Directors of,
Abacus Lifestyle Brands Limited

For ABACUS LIFESTYLE BRANDS LTD. For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR DIRECTOR

Sumit Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)
House No B-102, Vibhuti Khand Gomti Nagar, Lucknow UP 226010
CIN No.U74101UP2011PLC047839

CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT

(All amounts in INR Lakhs, unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March, 2026	For the year ended 31st March, 2025
I	Revenue from Operations	22	25,156.38	21,464.71
II	Other Income	23	313.70	105.09
III	**Total Income (I+II)**		**25,470.08**	**21,569.81**
IV	Expenses			
	(a) Purchase of Stock-in-Trade	24	18,372.58	15,755.64
	(b) Changes in inventories of Stock-in-Trade	25	(4,063.74)	(2,589.22)
	(c) Employee Benefits Expense	26	2,477.07	1,692.25
	(d) Finance Costs	27	967.46	770.98
	(e) Depreciation and Amotization Expenses	28	643.22	477.63
	(f) Other Expenses	29	5,587.70	4,628.41
	Total expenses		**23,984.28**	**20,735.70**
V	**Profit/ (Loss) before Tax (III-IV)**		**1,485.79**	**834.11**
	Prior Period Items		-	-
VI	**Tax Expenses**			
	(a) Current Tax expense		441.03	255.76
	(b) Deferred Tax	13	(51.95)	(64.81)
	(c) Short provsion of tax in earlier year		2.01	72.64
VII	**Profit / (Loss) for period (V-VI)**		**1,094.71**	**570.52**
	Allocation of Profit			
	Profit/(Loss) attributable to Equity Shareholders of Parent		1,097.49	570.52
	Profit/(Loss) attributable to Minority Interest		(2.78)	-
	Total Profit/(Loss) of the year		**1,094.71**	**570.52**
VIII	**Earning per Equity Share**			
	(1) Basic	30	6.27	3.26
	(2) Diluted		6.27	3.26
	Corporate Information and Significant Accounting Policies	1		
	Notes to Accounts	2 to 44		
	This is the Balance Sheet referred to in our report of even date			

The accompanying notes are integral part of financial statements

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268ZESMTJ9151

For and on behalf of the Board of Directors of,
Abacus Lifestyle Brands Limited

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Sunit Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
House No B-102, Vibhuti Khand Gomti Nagar, Lucknow UP 226010
CIN No.U74101UP2011PLC047839

STATEMENT OF CASH FLOW

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	As At 31 March, 2026	As At 31 March, 2025
A) Cashflow From Operating Activities		
Net Profit Before Tax	1,485.79	834.11
Adjustments for:		
Profit on sale of Asset	(106.56)	(3.06)
Profit on sale of Investments	(0.41)	(3.20)
Provision for Gratuity	45.32	62.89
Depreciation on Fixed Assets	643.22	477.63
Finance Costs	967.46	770.98
Interest Income	(42.29)	(32.65)
Minority interest	12.25	-
Sundry Balance Write off	-	1.54
Operating Profit Before Working Capital Changes	**3,004.78**	**2,108.25**
Changes in Working Capital		
Increase/(Decrease) in Non current liabilities	-	10.33
(Increase)/Decrease in Trade Receivables	(355.63)	706.73
(Increase)/Decrease in Inventory	(4,063.74)	(2,589.21)
(Increase)/Decrease in Short-term Loans and Advances	(264.91)	(8.28)
Increase/(Decrease) in Trade Payables	3,051.62	479.52
(Increase)/Decrease in Other current Assets	-	-
Increase/(Decrease) in Other Current Liabilities	252.04	33.07
Cash generated from Operations	**1,624.16**	**740.41**
Less:- Income Tax Paid	(223.35)	(282.62)
Net Cash Flow from Operating Activities	**1,400.81**	**457.79**
B) Cash Flow From Investing Activities :		
Purchase of Fixed Assets	(2,340.19)	(1,125.01)
Sale of Fixed Assets	190.36	362.57
Profit on sale of Assets	106.56	3.06
Interest Received	42.29	32.65
(Purchase)/Sale of Mutual Funds	(50.03)	(409.34)
(increase)/Decrease in loans and advances	(4.45)	-
Cqpital advances (increase)/decrease	135.49	413.47
Profit on sale of Investments	0.41	3.20
(Increase) / Decrease in Fixed Depsit	(155.49)	7.32
(Increase) / Decrease in Security Deposit	(791.88)	39.57
Net Cash Flow from Investing Activities	**(2,866.93)**	**(672.52)**
C) Cash Flow from Financing Activities :		
Proceeds / (Payment) of long term borrowings	882.84	(1,274.20)
Net Proceeds from Short Term Borrowings	1,550.50	2,249.18
Finance Costs	(967.46)	(770.98)
Net Cash Flow from Financing Activities	**1,465.89**	**204.00**
Net Increase / (Decrease) in Cash & Cash Equivalents	(0.24)	(10.73)
Cash and Cash Equivalent at the beginning of the year	**20.68**	**31.41**
Cash and Cash Equivalent at the end of the year	**20.44**	**20.68**

Notes:

1) Components of Cash and Cash Equivalent		
a) In current account	2.40	11.01
b) Cash in Hand	18.04	9.67

2) The above Cash Flow statement has been prepared under Indirect Method set out in AS-3 issued by the Institute of Chartered Accountants of India.

3) Previous year figures have been regrouped and recast wherever nevessary.

4) Figures in bracket represents outflow

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268ZESMTJ9151

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For and on behalf of the Board of
Abacus Lifestyle Brands Limited

Sunit Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)

CIN No.U74101UP2011PLC047839

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

General Information

Abacus Lifestyle Brands Limited ("The Company" or "the Parent Company") was originally incorporated as a private company in the name of "Abacus India Agencies Private Limited" on December 09, 2011 under the provision of Companies Act 1956 bearing Corporate Identification Number U74120UP2011PTC047839 issued by Registrar of Companies, Uttar Pradesh. The Company is engaged in the business of Retail Trading & Distributor of Apparels, Footwear, Accessories, Jewellery and Home Furnishing Products through its retail stores.

1 Summary Of Material Accounting Policies

1.1 Basis of Preparation of Financial Statements

The Financial Statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis of accounting. GAAP comprises mandatory accounting standards as specified in the Company (Accounting Standards) Rules 2014, the provisions of the Companies Act, 2013. Accounting policies have been consistently applied in preparation and presentation of financial statements. The Figures for FY 2025-26 has been prepared in consolidation with Abacus Automotive Pvt Ltd

1.2 Use of Estimates

The preparation of Financial Statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates and assumptions used in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Any difference between the actual results and estimates are recognized in the period in which the results are known / materialize. Any revision to accounting estimates is recognized prospectively in the current and future periods.

1.3 Presentation & Disclosure of Financial Statements

All assets and liabilities have been classified as current & non-current as per company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and time between acquisition of assets for rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months. However, for the purpose of current / non- current classification of assets and liabilities, period of 12 months have been considered as normal operating cycle.

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.4 Property, Plant and Equipment and Depreciation

i. Property, plant and equipment are stated at cost of acquisition / construction less accumulated depreciation and accumulated impairment losses, if any. Gross carrying amount of all property, plant and equipment are measured using cost model.

ii. Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset.

iii. Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments

iv. Subsequent expenditure related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing PPE, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

v. Property, plant & equipment are eliminated from financial statements either on disposal or when retired from active use. Assets held for disposal are stated at net realizable value. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant & equipment are recognized in the statement of profit and loss in the year of occurrence.

vi. Depreciation

- Depreciation on property, plant and equipment is provided on a Written down value (WDV) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013
- Depreciation methods, useful lives and residual values are reviewed periodically, including at the end of each financial year and adjusted prospectively.
- In case of assets purchased, sold or discarded during the year, depreciation on such assets is calculated on pro-rata basis from the date of such addition or as the case may be, upto the date on which such asset has been sold or discarded.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Useful life considered for depreciation are as follows :

Assets	Useful life (In years)
Plant and Machinery	15 Years
Furniture and Fixtures	15 Years
Computer	5 Years
Vehicles	10 Years
Office Equipment	15 Years
Building	60 Years

The Company depreciates its Property, Plant and Equipment ("PPE") over their estimated useful lives. Based on the nature of the Company's business, the expected usage of the assets and the expected average useful life of its stores, the Company has estimated the useful life of furniture and fixtures and office equipment at 15 years. Accordingly, the Company depreciates such assets over a useful life of 15 years, which is different from the useful lives prescribed under Schedule II to the Companies Act, 2013. The estimated useful lives are reviewed periodically and are revised, where appropriate, based on changes in expected usage, technological developments, physical condition of the assets and other relevant factors.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.5 Intangible Assets and Amortisation

Intangible assets are recognized only if it is probable that the future economic benefits attributable to asset will flow to the Company and the cost of asset can be measured reliably. Intangible assets are stated at cost of acquisition/development less accumulated amortization and accumulated impairment loss, if any.

Cost of an intangible asset includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable expenditure on making the asset ready for its intended use. Intangible assets under development comprises of cost incurred on intangible assets under development that are not yet ready for their intended use as at the Balance Sheet date.

1.6 Leases

Lease arrangements where risks and rewards incidental to ownership of an asset substantially vest with the lessor are classified as operating lease.

Rental expenses on assets obtained under operating lease arrangements are recognized on a straight-line basis as an expense in the Statement of Profit and Loss over the lease term of respective lease arrangement unless there is another systematic basis which is more representative of the time pattern of the lease

1.7 Impairment

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the property, plant and equipment is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognized are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortization had no impairment loss been recognized in earlier years.

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.8 Investments:

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value of long term investments is made to recognise a decline, other than temporary, on an individual investment basis.

Investment transactions are accounted for on a trade date basis. In determining the holding cost of investments and the gain or loss on sale of investments, the 'weighted average cost' method is followed.

1.9 Inventories

i. Raw materials and components, packing materials, consumables, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

The Cost comprises of costs of purchase, duties and taxes (other than those subsequently recoverable) and other costs incurred in bringing them to their present location and condition. Cost is determined on First In First Out / Weighted average / Specific Identification basis.

ii. Work-in-progress / Finished goods are valued at lower of cost and net realizable value. Cost includes direct materials valued on weighted average / First In First Out / Specific Identification basis, conversion costs (i.e. costs directly related to the units of production), appropriate proportion of manufacturing overheads based on normal operating capacity and other costs incurred in bringing them to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

iii. Stocks in trade (Traded goods) are valued at lower of cost and net realizable value. Cost includes direct materials valued on weighted average / First In First Out / Specific Identification basis, and other costs incurred in bringing them to their present location and condition.

iv. Scraps are valued at estimated net realizable value.

v. Cost of inventories is arrived at after providing for cost of obsolescence wherever considered necessary.

1.10 Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, cheque on hand, bank balances and deposits with banks with maturity period less than 12 months (other than on lien)

1.11 Cash Flow Statement

Cash Flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.12 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is recognized net of Goods and Services Tax wherever applicable.

Sales of Goods: Sales of goods are recognized when significant risks and rewards of ownership of the goods have been transferred to the buyer which generally coincides with delivery and are recorded net of rebates, trade discounts and sales returns.
Sale of Licences: Export Incentive in the form of credit earned on exports made during the year, under DFIA /Duty Entitlement Pass Book (DEPB)/Target Plus Licenses(DFCE), Focus Product Market are accounted for at the time of sale/utilization of license due to uncertainty associated with respect to Sale/Utilization. Duty Drawback is accounted on Accrual Basis

1.13 Other Income

Interest income: Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.
Other Income - It is recognised when It is accrued

1.14 Foreign Currency Transactions

(i) Initial recognition - Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.
(ii) Conversion -As at balance sheet date, foreign currency monetary items are translated at closing exchange rate. Foreign currency non-monetary items are carried at historical cost using exchange rate on the date of transaction.
Exchange Difference Exchange difference arising on settlement or translation of foreign currency monetary items are recognized as income or expense in the year in which they arise except to the extent exchange differences are regarded as an adjustment to interest cost and treated in accordance with Accounting Standard 16- Borrowing Cost

1.15 Retirement and other Employee Benefit

(i) Short term employee benefit
All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss in the period in which the employee renders the related service. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee
benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus / ex-gratia are recognised in the period in which the employee renders the related service.
(ii) Post employment
Defined Contribution Plan :
The defined contribution plan is post-employment benefit plan under which Company contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund and Employee State Insurance Scheme. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.16 Taxes

(i) Current Tax: Tax expenses comprises of current tax, deferred tax charge or credit, minimum alternative tax and adjustments of taxes for earlier years. Provision for current tax is made as per the provisions of Income Tax Act, 1961.
(ii)Deferred Tax: Deferred tax charge or credit reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years and are measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each balance sheet date. At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably/virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

1.17 Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or development of a qualifying asset are capitalized as part of the cost of the respective asset till such time the asset is ready for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

1.18 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings per share, the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Diluted earnings per share are calculated after adjusting effects of potential equity shares (PES).PES are those shares which will convert into equity shares at a later stage. Profit / loss is adjusted by the expenses incurred on such PES. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity share

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)

CIN No.U74101UP2011PLC047839

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1.19 Segment Reporting

A reportable segment is a business segment or a geographical segment identified on the basis of foregoing definitions for which segment information is required to be disclosed by this Standard.
The basic factor for Business segment is the nature of the Services for the Company. Which is a distinguishable component that is engaged in providing an individual product or a group of related products and that is subject to risks and returns that are different from those of other business segments or as a whole Business.
The basic factor Geographical segment, for the Company, is relationships between operations in different geographical areas in terms of India and Outside India., which is a distinguishable component that is engaged in providing products or within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments.

1.20 Provisions and Contingent liabilities and asset

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value (except retirement benefits) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.
A Contingent Asset is neither recognised nor disclosed in the financial statements.

1.21 Events after Balance Sheet

Events occurring after the balance sheet date that indicate that an asset may have been impaired, or that a liability may have existed, at the balance sheet date are, therefore, taken into account in identifying contingencies and in determining the amounts at which such contingencies are included in financial statements

1.22 The various figures of financial statement have been regrouped or reclassified wherever necessary.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(All amounts in INR Lakhs, unless otherwise stated)

2 Share Capital

	Particulars	As at 31 March, 2026		As at 31 March, 2025	
		Number of shares	Amount	Number of shares	Amount in Lakhs
	(A) Authorised, issued, subscribed and paid-up share capital and par value per share				
a)	Authorised Share Capital Equity Shares of Rs.10 each	2,40,00,000	2,400.00	2,40,00,000	2,400.00
b)	Issued, subscribed and paid up Equity Shares of Rs.10 each	1,75,00,000	1,750.00	1,75,00,000	1,750.00
	Total	1,75,00,000	1,750.00	1,75,00,000	1,750.00

2.1 Reconciliation of numbers of equity shares outstanding at the beginning and at the end of the year

Particulars	No. of Shares as at 31 March 2026	No. of Shares as at 31 March 2025
Equity shares as at the beginning of the year	1,75,00,000	35,00,000
Add: Bonus shares Issued during the year	-	1,40,00,000
Equity shares as at the end of the year	1,75,00,000	1,75,00,000

2.2. Term/rights attached to equity shares:

The company has one class of equity shares having a par value of ₹10 each. Each shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding

2.3. The company has issued 140 Lakhs bonus shares (i.e. in the ratio of 4:1) during the FY 2024-25. The Bonus issue was approved by the Shareholders of our Company at the Extra Ordinary General Meeting held on June 21, 2024

2.4 In the consolidated financial statements, only the share capital of the parent company is presented. The investment in the subsidiary is eliminated against the subsidiary's equity as part of the consolidation process.

2.5 Shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	As at 31 March 2026		As at 31 March 2025	
	No. of shares	Amount in Lakhs	No. of shares	Amount in Lakhs
Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:	NIL	NIL	NIL	NIL

2.6 Details of shareholders holding more than 5% shares in the Company

	Name of the shareholders	As at 31 March, 2026		As at 31 March, 2025	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Kalpana Mishra	46,98,215	26.85%	46,98,215	26.85%
2	Sunit Mishra	1,25,99,985	72.00%	1,25,99,985	72.00%
	Total	1,72,98,200	98.85%	1,72,98,200	98.85%

2.7 Details of shareholding of Promoters holding:

	Name of the shareholders	As at 31 March, 2026		As at 31 March, 2025	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Kalpana Mishra	46,98,215	26.85%	46,98,215	26.85%
2	Sunit Mishra	1,25,99,985	72.00%	1,25,99,985	72.00%
	Total	1,72,98,200	98.85%	1,72,98,200	98.85%

Percentage Change in Promoters shareholding:-

	Name of the Promoter	No of Shares Held				Changes during the year	
		As at 31 March, 2026	% of Holding	As at 31 March, 2025	% of Holding	As at 31 March, 2026	As at 31 March, 2025
1	Kalpana Mishra	46,98,215	26.85%	46,98,215	26.85%	-	-
2	Sunit Mishra	1,25,99,985	72.00%	1,25,99,985	72.00%	-	-
	Total	1,72,98,200	98.85%	1,72,98,200	98.85%		

3 Reserves & Surplus

Particulars	As at 31 March, 2026	As at 31 March, 2025
Share Premium		
Balance at the beginning of the year	122.11	1,522.11
Add: Additions during the year	-	-
Less: Utilized for issue of Bonus shares	-	(1,400.00)
Total (A)	122.11	122.11
Profit & Loss		
Balance at the beginning of the year	1,753.55	1,183.03
Add: Profit/ (Loss) for the Year	1,097.49	570.52
Less : Earlier Year Adjustments	8.43	-
Less: Utilized for issue of Bonus shares	-	-
Amount available for appropriation	2,859.47	1,753.55
Balance in profit & loss account as at the end (B)	2,859.47	1,753.55
Total	2,981.58	1,875.66

Nature & Purpose of Reserves:
-Securities premium reserve : Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013
-Retained Earnings : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

4 Minority Interest

Particulars	As at 31 March, 2026	As at 31 March, 2025
Opening Balance	-	-
Add: Minority interest in net assets of subsidiary at the date of acquisition	12.25	-
Add: Minority Share of Post Acquisition Profit/(Loss)	(2.78)	-
Closing Balance	9.47	-

The Company acquired control over Abacus Automotive Private Limited on December 01, 2025. Accordingly, minority interest represents the minority shareholders' proportionate share in the net assets of the subsidiary as at the date of acquisition and their share of movements in such net assets subsequent to the date of acquisition. No minority interest existed as at March 31, 2025.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

5 Long-Term Borrowings

Particulars	As at 31 March, 2026	As at 31 March, 2025
	Non Current	Non Current
Secured Borrowings		
Loan From Bank/NBFC	642.65	111.20
Rupee Loan from financial institutions/other parties	949.82	426.58
Unsecured Borrowings		
Loan From Banks/NBFCs	151.77	216.35
Others	474.24	310.33
Current Maturities of Long Term Borrowings	(907.29)	(636.12)
Total	**1,311.19**	**428.35**

Nature of securities and terms of repayment of Long term borrowing-

Details of repayment, rate of interest and security for loans from bank and financial institutions including current maturities:

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Outstanding Amount as on 31-03-26
BMW	Secured against motor car	CAR LOAN	7.90%	3/16/2022	2/16/2026	48 Monthly Installments	55.00	-
UNION BANK OF INDIA	Current Assets of Company, Directors property at H B NO 102 Vibhuti Khand gomati nagar, Plot No 5/843 Sec-5, H No 6/201 Deepak Delux Sahara Grace Jankipuram, Plot No B/2/033 Sec B Pocket -2 Sushant Golf City Sultanpur road, H No B-101 Vibhuti Khnad, H No A-1/1301 Eldeco Elegance Vibhuti Khand, H No 3/386 Viram Khand Gomtinagar Lucknow and Fixed Deposit of Rs. 25 Lacs	Term Loan	9.25%	4/1/2021	10/30/2024	36 MONTHLY INSTALLMENT	36.74	-
UNION BANK OF INDIA		Term Loan	9.25%	11/30/2021	10/31/2026	60 MONTHLY INSTALLMENT	147.00	28.58
HDFC BANK	Secured against motor car	CAR LOAN	8%	5/7/2022	4/7/2027	60 MONTHLY INSTALLMENT	10.00	2.52
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	9.70%	7/15/2022	6/15/2029	84 MONTHLY INSTALLMENT	7.00	4.03
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	9.70%	7/15/2022	6/15/2029	84 MONTHLY INSTALLMENT	7.00	4.03
Indusind bank	Secured against motor car	CAR LOAN	12.53%	Dec-23	Oct-25	23 monthly installment	7.51	-
TATA CAPITAL	Security Deposit Equivalent to 0% of the facility amount (in the nature of non interest bearing, refundable) with TCL, Exclusive lien in favour of TCL on open ended debt mutual fund as acceptable to TCL having not less than 30% of facility amount (The price of Mutual fund for the purpose of creation of security shall be calculated based on NAV	Business Loan	11.50%	5/30/2024	7/5/2027	36 Monthly Installments	500.00	222.54
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	9.45%	7/20/2024	6/20/2031	84 MONTHLY INSTALLMENT	12.00	9.37
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	9.45%	3/4/2025	6/4/2032	84 MONTHLY INSTALLMENT	6.00	5.26
AXIS BANK	Current Assets of Company, Directors property at Plot No B-106 Vibhuti Khnad, Gomtinagar Lucknow	OD LIMIT	8.75%	8/26/2025	8/25/2032	84 MONTHLY INSTALLMENT	400.00	371.26
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	8.95%	6/16/2025	5/15/2032	84 MONTHLY INSTALLMENT	27.47	24.90
UNION BANK OF INDIA	Current Assets of Company, Directors property at Plot No 5/843 Sec-5, H No 6/201 Deepak	Term Loan	10.50%	1/14/2026	12/14/2029	48 MONTHLY INSTALLMENT	200.00	192.70
BMW Financial Services	Secured against motor car	CAR LOAN	8.99%	1/16/2026	12/16/2029	48 MONTHLY INSTALLMENT	88.00	85.61
TATA CAPITAL	Extension of Mutual fund (MF) with ASJC amounting to Rs.4.00 Crores already liened marked in TCL favour as acceptable to TCL (The ongoing security monitoring shall be calculated based on the NAV on a daily basis) Collateral : Security in the form of Fixed Deposit (FD) amounting to Rs.1.00 Crores with designated Partner Bank duly Lien marked favouring TCL Note: Minimum stipulated cover of 0.50x to be	Business Loan	11.25%	11/29/2025	12/5/2028	36 Monthly Installments	700.00	641.67
Axis Bank	UNSECURED	Business Loan	16%	4/20/2023	3/20/2026	36 Monthly Installments	30.00	(1.42)
Indusind bank	UNSECURED	Business Loan	17%	4/4/2023	3/4/2026	36 Monthly Installments	50.00	1.78
Unity Small Finance	UNSECURED	Business Loan	18%	5/4/2023	4/4/2025	24 MONTHLY INSTALLMENT	51.00	-
ICICI Bank	UNSECURED	Business Loan	17.10%	5/1/2023	4/1/2026	36 Monthly Installments	50.00	-
Oxyzo Financial Secrives Pvt Ltd	UNSECURED	Business Loan	14.50%	4/3/2026	9/3/2027	18 MONTHLY INSTALLMENT	125.00	125.00
Oxyzo Financial Secrives Pvt Ltd	UNSECURED	Business Loan	15.50%	5/1/2024	12/1/2025	18 MONTHLY INSTALLMENT	90.00	-
SMFG INDIA CREDIT COMPANY	UNSECURED	Business Loan	16.00%	5/1/2024	5/1/2026	24 MONTHLY INSTALLMENT	50.33	4.83
THE DELHI SAFE DEPOSIT CO	UNSECURED	Business Loan	11%	8/5/2024	7/5/2026	24 MONTHLY INSTALLMENT	50.00	9.72
L AND T FINANCE	UNSECURED	Business Loan	17.50%	5/3/2024	4/3/2027	36 Monthly Installments	50.08	-
IDFC FIRST BANK LTD	UNSECURED	Business Loan	14.00%	12/3/2024	11/3/2027	36 Monthly Installments	76.50	46.54
KOTAK MAHINDRA BANK LTD	UNSECURED	Business Loan	16.95%	10/29/2024	11/28/2026	24 MONTHLY INSTALLMENT	100.00	36.85

For ABACUS LIFESTYLE BRANDS LTD.

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

UNITY SMALL FINANCE	UNSECURED	Business Loan	18.00%	1/17/2025	1/16/2027	24 MONTHLY INSTALLMENT	43.35	21.75
Aditya Birla Capital Limited	UNSECURED	Business Loan	15.00%	5/2/2025	5/2/2030	60 MONTHLY INSTALLMENT	48.74	42.92
Icici Bank Ltd Loan	UNSECURED	Business Loan	17.10%	6/2/2025	5/5/2030	60 MONTHLY INSTALLMENT	75.00	66.61
TATA CAPITAL	UNSECURED	Business Loan	11.50%	5/5/2025	7/5/2027	24 MONTHLY INSTALLMENT	50.00	31.08
L AND T FINANCE	UNSECURED	Business Loan	15.00%	3/30/2026	4/3/2030	48 MONTHLY INSTALLMENT	75.25	75.25
SMC Finance	UNSECURED	Business Loan	14.00%	3/30/2026	4/3/2029	36 MONTHLY INSTALLMENT	75.34	75.34
Oxyzo Financial Secrives Pvt Ltd	UNSECURED	Business Loan	15.00%	5/5/2025	10/4/2026	18 MONTHLY INSTALLMENT	115.00	47.80
THE DELHI SAFE DEPOSIT CO	UNSECURED	Business Loan	11.00%	10/20/2025	9/4/2027	24 MONTHLY INSTALLMENT	50.00	40.55

Note : There were no defaults in repayment of principal or payment of interest on borrowings during the reporting periods. Accordingly, there are no outstanding defaults in respect of borrowings as at the reporting dates.

6 Long-Term Provision

Particulars	As at 31 March, 2026	As at 31 March, 2025
	Non Current	Non Current
Gratuity Payable (Long Term)	168.54	127.70
Total	168.54	127.70

7 Other Non Current Liabilities

Particulars	As at 31 March, 2026	As at 31 March, 2025
	Non Current	Non Current
Security Deposit from Franchisee	36.33	36.33
Total	36.33	36.33

RAJIV PRIYANKA & ASSOCIATES
CA CHARTERED ACCOUNTANTS
LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8 Short-Term Borrowings

Particulars	As at 31 March, 2026	As at 31 March, 2025
Secured Borrowings		
From Banks		
Repayable on Demand		
Cash Credit/Overdraft		
Export Packing Credit	5,801.47	3,532.66
Foreign Currency Demand Loan	-	-
	-	-
Unsecured Borrowings		
Cash Credit/Overdrafts		
Export Packing Credits	499.22	1,080.36
Foreign Currency Demand Loans	-	-
	-	-
Current Maturities of Long term borrowings		-
	907.29	636.12
Loan from Related Parties		
	98.23	506.56
Total		
	7,306.20	5,755.70

Nature of securities and terms of repayment of Short term borrowing-

Details of repayment, rate of interest and security for loans from bank and financial institutions including current maturities:

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Outstanding Amount as on 31-03-26
UNION BANK OF INDIA	Current Assets of Company, Directors property at H B NO 102 Vibhuti Khand goman nagar, Plot No 5/843 Sec-5, H No 6/201 Deepak Delux Sahara Grace Jankipuram, Plot No B/2/033 Sec-B Pocket -2 Sushant Golf City Sultanpur road, H No B-101 Vibhuti Khnad, H No A-1/1301 Eldeco Elegance Vibhuti Khand, H No 3/386 Viram Khand Gomtinagar Lucknow and Fixed Deposit of Rs. 25 Lacs	CC Limit	13.05%	4/12/2024	NA	repayment on demand	3,000.00	2,249.72
AXIS BANK	Current Assets of Company, Directors property at Plot No B-106 Vibhuti Khnad, Gomtinagar Lucknow	CC Limit	8.75%	8/26/2025	NA	repayment on demand	2,250.00	2,249.80
AXIS BANK	Current Assets of Company, Directors property at Plot No B-106 Vibhuti Khnad, Gomtinagar Lucknow	TOD	10.50%	3/30/2026	NA	repayment on demand	200.00	200.00
TATA CAPITAL	Security Deposit Equivalent to 0% of the facility amount (in the nature of non-interest bearing, refundable) with TCL, Exclusive lien in favour of TCL on open ended debt mutual fund as acceptable to TCL having not less than 50% of facility amount (The price of Mutual fund for the purpose of creation of security shall be calculated based on NAV	Channel Finance	11.50%	3/30/2024	NA		500.00	-
CAPSAVE FINANCE PVT LTD	Security Deposit Equivalent to 10% of the facility amount	Channel Finance	14.00%	3/2/2026		repayment on demand	200.00	202.33
CAPSAVE FINANCE PVT LTD	Security Deposit Equivalent to 10% of the facility amount	Business Loan	14.00%	3/2/2026	2/2/2027	12 Months	200.00	202.14
CHOLAMANDALAM INVESTMENT	Secured Against FD of Rs.30 Lakh	Business Loan	15.00%	3/7/2026	2/7/2027	12 Months	200.00	197.48
ADITYA BIRLA FINANCE LTD	UNSECURED	Channel Finance	12.50%	5/31/2024	NA	repayment on demand	300.00	299.40
PROFACTUS	Secured Against Stock and Receivables	Channel Finance	12.50%	5/31/2024	NA	repayment on demand	500.00	500.00
SHRIRAM FINANCE	UNSECURED	Channel Finance	14.50%	6/4/2024	NA	repayment on demand	500.00	-
INDIFI CAPITAL PVT LTD - SCF	UNSECURED	Channel Finance	14.75%	4/30/2025	3/30/2026	12 Months	200.00	199.82

Note : There were no defaults in repayment of principal or payment of interest on borrowings during the reporting periods. Accordingly, there are no outstanding defaults in respect of borrowings as at the reporting dates.

Details of repayment, rate of interest and security for Loan From Directors & Relatives

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Outstanding Amount as on 31-03-26
Sunit Mishra	Unsecured	Business Loan	NA	NA	NA	Repayable on demand	NA	98.23
Kalpana Mishra	Unsecured	Business Loan	NA	NA	NA	Repayable on demand	NA	-

RAJIV PRIYANKA & ASSOCIATES
CA CHARTERED ACCOUNTANTS
LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

9 Trade Payables

Particulars	As at 31 March, 2026	As at 31 March, 2025
Sundry Creditors		
Dues to Micro & Small Enterprises*	-	-
Others	9,643.85	6,592.23
Total	**9,643.85**	**6,592.23**

* The company has compiled this information based on the current information in its possession. As at 31 March 2026, no supplier other than mentioned above has intimated the company about its status as a Micro or Small Enterprise or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for Trade Payables outstanding as on 31 March 2026 is as follows

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME*	-	-	-	-	-	-
(ii)Others	-	9,398.07	189.10	53.04	3.64	9,643.85
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	-	-

Ageing for Trade Payables outstanding as on 31 March 2025 is as follows

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME*	-	-	-	-	-	-
(ii) Others	-	6,421.06	42.37	60.69	68.11	6,592.24
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	-	-

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

	Particulars	As at 31 March, 2026	As at 31 March, 2025
(a)	Principal amount and Interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006 :	-	-
	Principal amount due to micro and small enterprises	-	-
	Interest due on above	-	-
(b)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(c)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(d)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(e)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-

10 Other Current Liabilities

Particulars	As at 31 March, 2026	As at 31 March, 2025
Advance From Customer	164.36	75.97
Expenses Payable	0.59	-
TDS Payable	264.41	149.07
Credit Card Payable	6.41	18.60
Audit fees payable	5.09	5.09
Employee Benefit Payable	134.12	78.97
CSR Payable	12.76	7.99
Total	587.73	335.69

11 Short Term Provisons

Particulars	As at 31 March, 2026	As at 31 March, 2025
Provision for Taxation	467.02	255.76
Gratuity Payable (Short Term)	18.78	14.30
Total	485.80	270.06

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)

CIN No.U74101UP2011PLC047839

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in INR Lakhs, unless otherwise stated)

12 Property, Plant and Equipment and Intangible Assets

SR No	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 01 April 2025	Additions	Sales during the year	Balance as at 31 March 2026	Balance as at 01 April 2025	Depreciation charge for the year	Disposal / Adjustment	Balance as at 31 March 2026	Balance as at 31 March 2026	Balance as at 31 March 2025
A	Tangible Assets										
1	Furniture & Fixture	3,621.09	1,773.33	273.02	5,121.40	1,785.23	468.59	121.16	2,132.67	2,988.73	1,835.86
2	Office Equipments	911.83	428.88	65.93	1,274.77	430.19	133.67	30.04	533.82	740.95	481.64
3	Computer	46.51	15.23	-	61.74	37.01	6.91	-	43.91	17.83	9.50
4	Car	220.78	122.76	52.12	291.42	164.33	26.60	49.51	141.41	150.00	56.45
5	Building	228.97	-	-	228.97	72.82	7.42	-	80.24	148.73	156.15
6	Bike	1.34	-	-	1.34	1.25	0.03	-	1.28	0.07	0.09
	Total	**5,030.51**	**2,340.19**	**391.07**	**6,979.64**	**2,490.81**	**643.22**	**200.70**	**2,933.33**	**4,046.31**	**2,539.69**
	Previous Year	4,268.08	1,125.01	362.57	5,030.51	2,013.19	477.63	-	2,490.81	2,539.69	2,254.89

SR.No.	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 01 April 2024	Additions	Sales during the year	Balance as at 31 March 2025	Balance as at 01 April 2024	Depreciation charge for the year	Disposal / Adjustment	Balance as at 31 March 2025	Balance as at 31 March 2025	Balance as at 31 March 2024
A	Tangible Assets										
1	Furniture & Fixture	3,145.63	838.03	362.57	3,621.09	1,423.03	362.20	-	1,785.23	1,835.86	1,722.61
2	Office Equipments	654.10	257.73	-	911.83	347.99	82.20	-	430.19	481.64	306.11
3	Computer	38.26	8.25	-	46.51	34.39	2.62	-	37.01	9.50	3.87
4	Car	199.77	21.00	-	220.78	141.54	22.78	-	164.33	56.45	58.23
5	Building	228.97	-	-	228.97	65.03	7.79	-	72.82	156.15	163.94
6	Bike	1.34	-	-	1.34	1.21	0.04	-	1.25	0.09	0.13
	Total	**4,268.08**	**1,125.01**	**362.57**	**5,030.51**	**2,013.19**	**477.63**	**-**	**2,490.81**	**2,539.69**	**2,254.89**
	Previous Year	4,066.42	677.98	-	4,744.41	1,598.24	414.94	-	2,013.19	2,731.22	2,468.18

Notes:

1 The Group does not hold any immovable property.

2 During the period, the Group has not revalued any Property, Plant & Equipment.

3 The Group does not have any benami property and no proceedings have been initiated during the current or preceding year or are pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

13 Deferred Tax Asset

Particulars	As at 31 March, 2026	As at 31 March, 2025
Opening Balance		
Opening Deferred Tax Assets/(Liabilities)	187.71	122.90
Deferred Tax Asset/(Liability) during the year	51.95	64.81
Total	239.67	187.71

Note: Deferred tax asset arising on such carried forward losses has been recognised in the financial statements, as there is virtual certainty, supported by convincing evidence, that sufficient future taxable income will be available against which such losses can be utilised.

14 Long Term Loans and Advances

Particulars	As at 31 March, 2026	As at 31 March, 2025
Capital Advances	301.43	436.92
Loans and Advances to Related Parties	4.45	-
Total	305.88	436.92

Particulars	As at 31 March, 2026	As at 31 March, 2025
Loans/Advances to Promoters	-	-
Loans/Advances to Directors	-	-
Loans/Advances to KMP	-	-
Loans/Advances to Other Related Parties	4.45	-
Total	4.45	-
% of Total Loans and Advances	100.00%	0.00%

15 Other Non Current Assets

Particulars	As at 31 March, 2026	As at 31 March, 2025
Security Deposit	2,257.82	1,465.94
Total	2,257.82	1,465.94

16 Non Current Investments

Particulars	As at 31 March, 2026	As at 31 March, 2025
Investment in FDR	375.13	219.64
Other Investments	33.57	28.70
Total	408.71	248.35

17 Current Investment

Particulars	As at 31 March, 2026	As at 31 March, 2025
Investment in Mutual Funds	472.11	426.96
Total	472.11	426.96

18 Inventories (Valued at Cost or NRV which ever is lower)

Particulars	As at 31 March, 2026	As at 31 March, 2025
Raw Materials	-	-
Work In Progress	-	-
Stock-in-Trade	13,976.69	9,912.95
Total	13,976.69	9,912.95

RAJIV PRIYANKA & ASSOCIATES
CHARTERED ACCOUNTANTS
LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

19 Trade Receivables

Particulars	As at 31 March, 2026	As at 31 March, 2025
a) Secured, Considered Good	-	-
b) Unsecured, Considered Good		
From Related Parties	275.26	275.26
Others:	1,902.42	1,546.79
c) Doubtful	-	-
Less : Provision for Doubtful Debts	-	-
Total	2,177.68	1,822.05

Ageing for Trade Receivables as on 31 March 2026

Particulars	Outstanding for period from due date of payment				Total
	Less than 6 months	6 months - 1 year	1-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,208.74	718.34	142.67	107.93	2,177.68
(ii) Undisputed Trade Receivables – considered doubtful					-
(iii) Disputed Trade Receivables considered good					-
(iv) Disputed Trade Receivables considered doubtful					-

Ageing for Trade Receivables as on 31 March 2025

Particulars	Outstanding for period from due date of payment				Total
	Less than 6 months	6 months - 1 year	1-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,462.14	251.08	108.83	-	1,822.05
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-

Note: The company has no unbilled or undue trade receivables

20 Cash & Cash Equivalents

Particulars	As at 31 March, 2026	As at 31 March, 2025
Balances with Banks		
In current account	2.40	11.01
Fixed Deposits with Banks	-	-
Cash in Hand	18.04	9.67
Total	20.44	20.68

21 Short-term loans and advances

Particulars	As at 31 March, 2026	As at 31 March, 2025
a) Loans and advances to related party		
Loans and Advances to Related Party	-	-
b) Loans and advances to other		
Advance To Suppliers	94.57	14.61
Other Advances	1.42	-
Balance with revenue authorities	279.39	95.86
Total	375.38	110.47

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

22 Revenue From Operations

Particulars	As at 31 March, 2026	As at 31 March, 2025
Revenue from Operations		
Sale of Goods	23,296.00	20,231.52
Sale of Services	1,860.39	1,233.19
Total	25,156.38	21,464.71

23 Other Incomes

Particulars	As at 31 March, 2026	As at 31 March, 2025
Interest on FD	17.40	13.40
Interest on Security Deposit	24.90	19.25
Profit on sale of Investments	0.41	3.20
Profit on sale of Asset	106.56	3.06
Reimbursement Charges Received	164.44	66.19
Total	313.70	105.09

24 Purchase of Stock-in-Trade

Particulars	As at 31 March, 2026	As at 31 March, 2025
Purchase of Goods	18,372.58	15,755.64
Total	18,372.58	15,755.64

25 Changes in inventories of Stock-in-Trade

Particulars	As at 31 March, 2026	As at 31 March, 2025
Opening Stock in trade	9,912.95	7,323.73
Closing Stock in Trade	13,976.69	9,912.95
Total	(4,063.74)	(2,589.22)

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

26 Employee Benefit Expenses

Particulars	As at 31 March, 2026	As at 31 March, 2025
Salaries and wages	2,287.67	1,490.98
Contribution to provident and other funds	35.70	17.13
Staff Welfare	108.38	121.24
Gratuity	45.32	62.89
Total	**2,477.07**	**1,692.25**

27 Finance Cost

Particulars	As at 31 March, 2026	As at 31 March, 2025
Interest Expense	788.21	632.57
Other Borrowing Costs	179.25	138.41
Total	**967.46**	**770.98**

28 Depreciation and Amortization

Particulars	As at 31 March, 2026	As at 31 March, 2025
Amortization	-	-
Depreciation	643.22	477.63
Total	**643.22**	**477.63**

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

29 Other Expense

Particulars	As at 31 March, 2026	As at 31 March, 2025
Advertisement Expenses	82.40	72.09
Brand Supporting Expenses	839.80	872.81
CAM Charges	243.68	185.51
Commission on Sales	61.12	100.60
Conveyance Expenses	4.78	4.61
CSR Expenses	12.76	7.99
Director Seating Fees	1.00	
Electricity & Water Charges	599.83	337.67
EPF damages & interest	1.78	1.53
Franchisee Fees	1.50	18.00
Freight & Cartage	2.94	3.79
Generator Running Expense	31.68	15.24
Insurance Expenses	65.54	46.50
Interest on TDS	11.89	86.78
Interest & Late fees on Income Tax	25.23	-
Legal & Professional Charges	44.41	28.96
Membership Fee	0.07	0.32
Office Expenses	78.60	68.56
Packing Expenses	75.14	37.66
Postage & Courier Charges	27.95	37.03
Printing & Stationery	8.42	7.13
Rent	2,913.66	2,364.98
Repair & Maintenace Expenses	36.46	101.05
ROC Filling Fees	2.93	7.42
Store-operational Expenses	285.31	132.28
Stamp & other Charges	5.34	-
Sundry Bal W/off	-	1.54
Software Expenses	-	0.92
Telephone & Internet	32.94	19.54
Tour & Travelling Expenses	87.82	65.40
Audit Fees	2.73	2.50
Total	**5,587.70**	**4,628.41**

Following is the breakup of Auditor's remuneration:	As at 31 March, 2026	As at 31 March, 2025
Statutory auditor	2.73	1.60
Tax Audit	-	0.90

30 Earning per Equity Share

Particulars	As at 31 March, 2026	As at 31 March, 2025
Profit after tax (Amount in lakhs)	1,097.49	570.52
Number of shares oustanding at the year end	1,75,00,000	1,75,00,000
Weighted average number of equity shares(adjusted)	1,75,00,000	1,75,00,000
Basic EPS from continuing Operations	6.27	3.26
Diluted EPS from continuing Operations	6.27	3.26

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

31 Foreign Exchange

Particulars	As at 31 March, 2026	As at 31 March, 2025
Foreign exchange earned	-	-
Foreign exchange expended	-	-

32 Defined contribution plans

I. The Company has classified the various benefits provided to employees as under:

a. Employee State Insurance Fund

b. Employee Provident Fund

The expense recognised during the period towards defined contribution plan -

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Employers Contribution to Employee Provident Fund & ESI	35.70	17.13

II. Defined benefit plans

Gratuity

The Company should provide for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of INR 20,00,000/-.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

	Defined benefit plans	For the year ended 31st March, 2026	For the year ended 31st March, 2025
		Gratuity (Unfunded)	Gratuity (Unfunded)
I	**Expenses recognised in statement of profit and loss during the year:**		
	Current service cost	48.42	38.40
	Past service cost	-	-
	Expected return on plan assets	-	-
	Net interest cost / (income) on the net defined benefit liability / (asset)	9.94	5.74
	Immediate Recognition of (Gain)/Losses	-13.04	18.76
	Loss (gain) on curtailments		
	Total expenses included in Employee benefit expenses	**45.32**	**62.89**
II	**Net asset /(liability) recognised as at balance sheet date:**		
	Present value of defined benefit obligation	187.32	142.00
	Fair value of plan assets	-	-
	Funded status [surplus/(deficit)]	**-187.32**	**-142.00**
III	**Movements in present value of defined benefit obligation**		
	Present value of defined benefit obligation at the beginning of the year	142.00	79.11
	Current service cost	48.42	38.40
	Past service cost	-	-
	Interest cost	9.94	5.74
	Actuarial (gains) / loss	-13.04	18.76
	Benefits paid	-	-
	Present value of defined benefit obligation at the end of the year	**187.32**	**142.00**
	Classification		
	Current liability	18.78	14.30
	Non-current liability	168.54	127.70

IV **Sensitivity analysis method**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

V **Actuarial assumptions:**

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Expected Return on Plan Assets		
Discount rate	7.00%	7.25%
Expected rate of salary increase	5.00%	5.00%
Mortality Rate During Employment	IALM 2012-14	IALM 2012-14
Retirement age	60	60

Notes:

a. The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

b. The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

33 Related Party Transactions

a) (i) Name of related parties

SR NO	Nature of Relationship	Name of the Related Parties
1	Subsidiary Company*	Abacus Automotive Private Limited

*The Parent Company acquired Abacus Automotive Private Limited on December 01, 2025. Accordingly, the above related party relationship came into existence post December 01, 2025 and no corresponding relationship existed before this period.

a) (ii) Key management personnel (KMP)

SR NO	Name of The Party	Designation
1	Sunit Kumar Mishra	Chairman and Managing Director
2	Kalpana Mishra	Whole Time Director
3	Abhishek Mani Tripathi	Director of Subsidiary Company
4	Sachin Pathak	Non-Executive Director
5	Manoj Kumar Srivastava	Chief Financial Officer
6	Ankita Gupta	Company Secretary

a) (iii) Enterprise where KMP have significant Influence

SR NO	Name of the Party	Person Interested	Nature of Relationship
1	Matrix	Sunit Mishra	Director has significant influence
2	Tekexcelrator Brands Private Limited	Sunit Mishra	Director has significant influence
3	Truedge Advisors Private Limted	Sunit Mishra	Director has significant influence

a) (iv) Relatives of Key Managerial Persons and Directors

SR NO	Name of Relatives	Relationship with Key Managerial Persons/Directors
1	Surendra Mohan Shukla	Father of Kalpana Mishra
2	Kanak Lata Mishra	Mother of Sunit Mishra

b) Summary of related party transactions

A) Abacus Lifestyle Brands Limited

Name of the Related Party	Nature of the Related Party Transaction	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Sunit Kumar Mishra	Director Remuneration	57.00	54.00
	Loan Taken	607.81	1,398.78
	Loan Repaid	984.27	1,867.78
	Rent paid	84.00	54.00
Kalpana Mishra	Director Remuneration	42.00	39.00
	Loan Taken	-	-
	Loan Repaid	167.46	204.68
Manoj Kumar Srivastava	Salary	6.58	5.92
	Incentive	1.55	1.50
Ankita Gupta	Salary	3.00	2.25
Tekexcelrator brands Pvt ltd	Commission Paid	2.00	31.86
Truedge Advisors Private Limted	Loans and advances given	4.45	-
Surendra Mohan Shukla	Rent paid	2.40	2.40
Kanak Lata Mishra	Deposit Paid back	-	18.32

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

B) Abacus Automotive Private Limited

Name of the Related Party	Nature of the Related Party Transaction	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Sunit Kumar Mishra	Director Remuneration	-	-
	Loan Taken	13.00	-
	Loan Repaid	-	-
Abhishek Mani Tripathi	Director Remuneration	1.50	-

c) Outstanding Balances of Related Party

A) Abacus Lifestyle Brands Limited

Name of the Related Party	Nature of the Related Party Transaction	As At 31 March, 2026	As At 31 March, 2025
Sunit Kumar Mishra	Loans Received	85.23	376.90
Kalpana Mishra	Loans Received	-	129.66
Surendra Mohan Shukla	Deposit Received	14.00	14.00
Truedge Advisors Private Limted	Loans and advances given	4.45	-
Matrix	Trade Receivables	275.26	275.26

B) Abacus Automotive Private Limited

Name of the Related Party	Nature of the Related Party Transaction	As At 31 March, 2026	As At 31 March, 2025
Sunit Kumar Mishra	Loans Received	13.00	-
Abhishek Mani Tripathi	Director Remuneration	1.25	-

d) Related party transactions with Subsidiaries eliminated

Name of the Related Party	Nature of the Related Party Transaction	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Abacus Automotive Private Limited	Loan Given	11.20	-

34 Segment Reporting

Based on guiding principle given in Accounting Standard 17 'Segment reporting, Issued by the Institute of Chartered Accountants of India.

a) Primary Segment (Business Segment):

The Company is specializing in the business of the retail trading and distribution of products of various national and international Brands. Hence single sement is considered as the Business Segment for purpose of reporting.

Particulars	Amount
Segment Revenue	**Total**
Sale to External Customers	
March 31, 2026	25,156.38
March 31, 2025	21,464.71
	46,621.10
Segment Expense	
March 31, 2026	22,373.61
March 31, 2025	19,487.08
	41,860.70
Segment Results	
March 31, 2026	2,782.77
March 31, 2025	1,977.63
	4,760.40
Finance Costs and Depreciation at enterprise level	
March 31, 2026	1,610.67
March 31, 2025	1,248.61
	2,859.28

RAJIV PRIYANKA & ASSOCIATES

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

Profit before tax at Enterprise level	
March 31, 2026	1,485.79
March 31, 2025	834.11
	2,319.90
Segment Asset	
March 31, 2026	24,280.69
March 31, 2025	17,171.72
	41,452.41
Segment Liabilities	
March 31, 2026	19,539.63
March 31, 2025	13,546.06
	33,085.69

b) Secondary Segment (Geographical Segments)

During the reporting periods, the Group's revenue from geographical locations other than India are "NIL" to the total revenue of the Group. Hence, the same has been considered as representing a geographical segment.

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
India	25,156.38	21,464.71
Outside India	-	-

35 a. Contingent Liabilities

Particulars	As At 31 March, 2026	As At 31 March, 2025
Total Amount of Bank Guarantee Issued (Consider as Contingent Liabilities)	668.79	668.79
Disputed Goods & Service Tax (Note 2)	2.22	-
TDS Defaults (Note 3)	11.61	0.00

Notes

1 The Company has issued bank guarantees in favour of various parties, primarily in connection with its contractual and business obligations. The issuance of such bank guarantees may also require the Company to maintain margin money or provide security with the issuing banks.

2 The Company has certain disputed Goods and Services Tax ("GST") liabilities aggregating to ₹2.02 lakh (CGST – ₹1.01 lakh and SGST – ₹1.01 lakh) as at March 31, 2026. The overall disputed amount under GST also includes ₹0.20 lakh towards interest on such disputed amount.

3 The Company has certain outstanding defaults in respect of Tax Deducted at Source ("TDS") aggregating to ₹11.61 lakh as at March 31, 2026 and ₹ 0.00 lakhs as at March 31, 2025. The overall amount in respect of such TDS defaults comprises ₹0.19 lakh towards short deduction, ₹11.43 lakh towards interest on such defaults the applicable provisions.

b. Estimated Liability in respect of capital commitment Rs. Nil (Previous Year Rs. Nil)

36 The Group has not purchases its own shares out of free reserves or securities premium account.

37 The Financial Statements of a company comply with the accounting standards referred in Section 129(1)

38 Corporate Social Responsibility (CSR)

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
(a) amount required to be spent by the company during the year,	12.76	7.99
(b) amount of expenditure incurred,	7.99	0.00
(c) shortfall at the end of the year,	4.77	7.99
(d) total of previous years shortfall,	7.99	0.00

RAJIV PRIYANKA & ASSOCIATES

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

(e) reason for shortfall,	NA	NA
(f) nature of CSR activities,*	Refer Note below	Refer Note below
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	0.00	0.00
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	0.00	0.00
Expenditure carried forward to Next year	12.76	7.99

Note:

1. The aforesaid CSR expenditure has been utilised on the following activities, all of which fall within the ambit of item (i) of Schedule VII to the Companies Act, 2013, namely eradicating hunger, poverty and malnutrition and promoting preventive health care.

2. The Company could not utilise the CSR amount during the year. The unspent amount does not relate to any ongoing project and will be dealt with in accordance with the provisions of Section 135 of the Companies Act, 2013.

39 Post reporting date events - No adjusting or significant non-adjusting events have occurred between March 31, 2026 and the date of authorisation of these financial statements.

40 Director Personal Expenses-There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

41 Balances of Debtors, Creditors, Loans and Liabilties are subject to confirmations. Cash Balance is taken as certified by the Management.

In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. Subject to the Notes, the provisions for all liabilities are adequate and not in excess of the amounts considered reasonably necessary.

42 Additional regulatory information

(i) Details of crypto currency or virtual currency
The Group has neither traded nor invested in Crypto currency or Virtual Currency during the financial year ended on March 31, 2026 and March 31, 2025. Further, the Group has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(ii) Undisclosed income
During the Period, the Group has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(iii) Relationship with struck off companies
The Group does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the during the financial year ended on March 31, 2026 and March 31, 2025.

(iv) Compliance with numbers of layers of companies
The Group is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the during the financial year ended on March 31, 2026 and March 31, 2025.

(v) The Group has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(vi) The Group has not granted loans or advances to promoters, directors, KMPs (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are: a) repayable on demand or (b) without specifying any terms or period of repayment.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

(vii) The Group has no capital work in progress hence the ageing schedule has not been disclosed.

(viii) Group has no Intangible assets under development, hence no disclosure required.

(ix) The Group has borrowings from banks on the basis of security of current assets. The monthly returns of current assets filed with the banks are in agreement with the books of accounts normaly and there are no material discrepancies.

(x) No charges or satisfaction are yet to be registered with Registrar of Companies beyond the statutory period.

(xi) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

(xii) (A) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(B) No funds have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

43 Previous year's figures have been regrouped and / or re-arranged wherever necessary to conform with the current year disclosures. Comparative financial information in the respect to preceding year is included as an integral part of the current year's financial statements and is to be read in relation to the amounts and other disclosure relating to the current year.

As per our report of even date on separate sheet

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268ZESMTJ9151

For and on behalf of the Board of Directors of,
Abacus Lifestyle Brands Limited

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

Sunil Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

44 Ratio Analysis

A) Ratios

SR No:	Ratio	Numerator	Denominator	As At 31 March, 2026	As At 31 March, 2025	Variance	Resaon for Variance
1	Current Ratio	Current Assets	Current Liabilities	0.94	0.95	-0.48%	NA
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	1.82	1.71	6.78%	NA
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	1.59	1.48	7.91%	NA
4	Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	26.26%	17.11%	53.52%	Better profitability leading to improvement in ROE
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	1.20	1.53	-21.59%	NA
6	Trade Receivables Turnover Ratio	Revenue from operations	Average Trade Receivables	12.58	9.86	27.53%	Reduction in average debtors leading to improvement in ratio
7	Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	2.26	2.53	-10.60%	NA
8	Net Capital Turnover Ratio	Net Sales	Average working capital (i.e. Total current assets less Total current liabilities)	(30.28)	84.72	-135.73%	Negative working capital leading to the negative ratio
9	Net Profit Ratio (in %)	Net Profit	Revenue from operations	4.36%	2.66%	64.14%	Better profitability leading to improvement in NPR
10	Return on Investment Ratio	Income on Investments	Cost of Investments	1.38%	1.70%	-18.95%	NA
11	Return on Capital employed (in %)	Earning before interest and taxes	Capital employed = Tangible Net worth + Total debt + Deferred tax liabilities	16.32%	15.59%	4.69%	NA

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268ZESMTJ9151

For and on behalf of the Board of Directors of
Abacus Lifestyle Brands Limited

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Sunit Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

M/S RAJIV PRIYANKA & ASSOCIATES
(CHARTERED ACCOUNTANTS)
1st Floor, Uttam Palace, Sapru Marg, Lucknow, Uttar Pradesh, India, 226001| FRN: 006513C

INDEPENDENT AUDITOR'S REPORT

To the Members of Abacus Lifestyle Brands Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of ABACUS LIFESTYLE BRANDS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2026, and the statement of Profit and Loss and statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, its profit/loss and its cash flows for the period then ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1.	Nil	Nil

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon,

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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



Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act and rules made thereunder.

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

f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"

g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, in our opinion and to the best of our information and according to the explanations given to us, the renumeration paid to the company to its directors during the period is in accordance with the provisions of Section 197 of the Act.



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

i. The Company does not have any pending litigations which would impact its financial position.

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

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

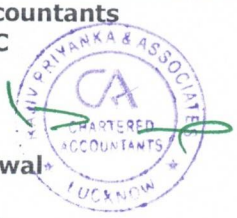
(b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v. No dividend has been declared or paid during the period by the company.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For Rajiv Priyanka and Associates
Chartered Accountants
FRN: 006513C



CA Rajiv Agarwal
Partner
M No: 073268
Place: Lucknow
Date: 10th September, 2026
UDIN: 26073268MXVXWA7952

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

(i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The company has maintained proper records showing full particulars of intangible assets;

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the period. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a). The Company has a policy of regular physical verification of the inventory and the procedure adopted in inventory verification was considered appropriate and the discrepancies if any has been considered in books accordingly. The discrepancies noted on physical verification of inventory compared to book records were not material.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii)(a) According to the information and explanations given to us and based on the records examined by us, the Company has made investments in, and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

(i) the aggregate amount of investments and loans or advances in the nature of loans granted during the year and the balance outstanding at the balance sheet date with respect to such investments and loans or advances to subsidiaries, joint ventures and associates are as follows

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

Particulars	Loan (INR in lacs)	Investment (INR in lacs)
Aggregate amount during the period		
Subsidiaries	11.20	12.75
Joint Ventures	Nil	Nil
Associates		
Balance outstanding as at balance sheet date in respect of above cases		
Subsidiaries	11.20	12.75
Joint Ventures	Nil	Nil
Associates	Nil	Nil

(ii)the aggregate amount of loans or advances in the nature of loans granted during the year and the balance outstanding at the balance sheet date with respect to such loans or advances to parties other than subsidiaries, joint ventures and associates are as follows:

Particulars	Loan (INR in lacs)	Investment (INR in lacs)
Aggregate amount during the period		
Other Parties	4.45	Nil
Balance outstanding as at balance sheet date in respect of above cases		
Other Parties	4.45	Nil

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans and advance in the nature of loan given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no overdue amounts for more than 90 days in respect of the loans granted to the parties

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no loan or advance in the nature of loan granted which has fallen due during the period, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv)According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with

(v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.

(vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st March 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the period.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared a willful defaulter by any bank or financial institution or other lender;

(c) According to the information and explanations given to us, terms loans were applied for the purpose for which loans were obtained

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.

(e)According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the company has not taken any funds from any entity or person on account of or to meet obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the period on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the period.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the period. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) a) Based on examination of the books and records of the Company and according to the information and explanations given to us , no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company

(xii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

(xiv) (a)In our opinion and based on our examination, the company has internal audit system commensurate with the size and nature of its business.

(b)We have considered the internal audit reports of the company issued till date, for the period under audit

(xv) According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company:

(xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable. ,

(c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

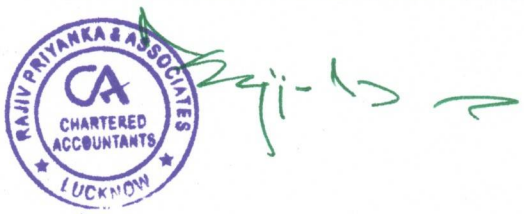
(d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.

(xvii)Based on our examination, the company has not incurred cash losses in the year ended 31st March 2026 and in the immediately preceding financial period.

(xviii) There has not been resignation of the statutory auditors during the period. Accordingly, provisions of clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx)According to the information and explanations given to us and based on our examination of the records of the Company, there is no unspent amount under Section 135(5) of the Companies Act, 2013 pursuant to any project. Accordingly, reporting under clause 3(xx)(a) and clause 3(xx)(b) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.



Annexure 'B'

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

We have audited the internal financial controls with reference to standalone financial statements of Abacus Lifestyle Brands Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

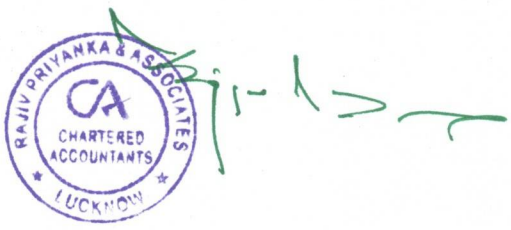
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Yours sincerely,

For Rajiv Priyanka and Associates
Chartered Accountants
FRN: 006513C

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

CA Rajiv Agarwal
Partner
M No: 073268

Place: Lucknow
Date: 10th September, 2026
UDIN: 26073268MXVXWA7952

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)
House No B-102, Vibhuti Khand Gomti Nagar, Lucknow UP 226010
CIN No.U74101UP2011PLC047839

BALANCE SHEET

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Note No.	As At 31 March, 2026	As At 31 March, 2025
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,750.00	1,750.00
(b) Reserves & Surplus	3	2,982.57	1,875.66
(2) Non Current Liabilities			
(a) Long Term Borrowings	4	1,311.19	428.35
(b) Long term provision	5	168.54	127.70
(c) Other Non Current Liabilities	6	36.33	36.33
(3) Current Liabilities			
(a) Short-term Borrowings	7	7,293.20	5,755.70
(b) Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises	8	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		9,643.85	6,592.23
(c) Other Current Liabilities	9	585.74	335.69
(d) Short-term Provisions	10	487.71	270.06
TOTAL EQUTIY & LIABILITIES		**24,259.12**	**17,171.72**
II.ASSETS			
(1) Non-current assets			
(a) Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11	4,046.31	2,539.69
(ii) Intangible assets		-	-
(b) Deffered Tax Asset	12	237.76	187.71
(c) Long Term Loans and Advances	13	317.08	436.92
(d) Other Non Current Asset	14	2,229.67	1,465.94
(e) Non Current Investments	15	421.46	248.35
(2) Current assets			
(a) Current Investments	16	472.11	426.96
(b) Inventories	17	13,976.69	9,912.95
(c) Trade Receivable	18	2,177.68	1,822.05
(d) Cash & Cash Equivalents	19	19.99	20.68
(d) Short-term loans and advances	20	360.38	110.47
TOTAL ASSETS		**24,259.12**	**17,171.72**
Corporate Information and Significant Accounting Policies	1		
Notes to Accounts	2 to 42		

This is the Balance Sheet referred to in our report of even date

The accompanying notes are integral part of financial statements

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268MXVXWA7952

For and on behalf of the Board of Directors of,
Abacus Lifestyle Brands Limited

For ABACUS LIFESTYLE BRANDS LTD.

Sunit Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

DIRECTO

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)
House No B-102, Vibhuti Khand Gomti Nagar, Lucknow UP 226010
CIN No.U74101UP2011PLC047839

STATEMENT OF PROFIT & LOSS ACCOUNT

(All amounts in INR Lakhs, unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March, 2026	For the year ended 31st March, 2025
I	Revenue from Operations	21	25,156.38	21,464.71
II	Other Income	22	313.70	105.09
III	**Total Income (I+II)**		**25,470.08**	**21,569.81**
IV	**Expenses**			
	(a) Purchase of Stock-in-Trade	23	18,372.58	15,755.64
	(b) Changes in inventories of Stock-in-Trade	24	(4,063.74)	(2,589.22)
	(c) Employee Benefits Expense	25	2,475.57	1,692.25
	(d) Finance Costs	26	967.45	770.98
	(e) Depreciation and Amotization Expenses	27	643.22	477.63
	(f) Other Expenses	28	5,581.62	4,628.41
	Total expenses		**23,976.70**	**20,735.70**
V	**Profit/ (Loss) before Tax (III-IV)**		**1,493.38**	**834.11**
	Prior Period Items		-	-
VI	**Tax Expenses**			
	(a) Current Tax expense		442.94	255.76
	(b) Deferred Tax	12	(50.04)	(64.81)
	(c) Short provsion of tax in earlier year		2.01	72.64
VII	**Profit / (Loss) for period (V-VI)**		**1,098.48**	**570.52**
VIII	**Earning per Equity Share**			
	(1) Basic	29	6.28	3.26
	(2) Diluted		6.28	3.26
	Corporate Information and Significant Accounting Policies	1		
	Notes to Accounts	2 to 42		

The accompanying notes are integral part of financial statements

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268MXVXWA7952

For and on behalf of the Board of Directors of,
Abacus Lifestyle Brands Limited

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

Sunil Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
House No B-102, Vibhuti Khand Gomti Nagar, Lucknow UP 226010
CIN No.U74101UP2011PLC047839

STATEMENT OF CASH FLOW

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	As At 31 March, 2026	As At 31 March, 2025
A) Cashflow From Operating Activities		
Net Profit Before Tax	1,493.38	834.11
Adjustments for:		
Profit on sale of Asset	(106.56)	(3.06)
Profit on sale of Investments	(0.41)	(3.20)
Provision for Gratuity	45.32	62.89
Depreciation on Fixed Assets	643.22	477.63
Finance Costs	967.45	770.98
Interest Income	(42.29)	(32.65)
Sundry Balance Written Back	-	1.54
Operating Profit Before Working Capital Changes	**3,000.11**	**2,108.25**
Changes in Working Capital		
Increase/(Decrease) in Non current liabilities	-	36.33
(Increase)/Decrease in Trade Receivables	(355.63)	706.73
(Increase)/Decrease in Inventory	(4,063.74)	(2,589.21)
(Increase)/Decrease in Short-term Loans and Advances	(249.91)	(23.15)
Increase/(Decrease) in Trade Payables	3,051.62	736.66
Increase/(Decrease) in Other Current Liabilities	250.05	138.86
Cash generated from Operations	**1,632.50**	**1,114.47**
Less:- Income Tax Paid	(223.35)	(282.62)
Net Cash Flow from Operating Activities	**1,409.15**	**831.85**
B) Cash Flow From Investing Activities :		
Purchase of Fixed Assets	(2,340.19)	(1,125.01)
Sale of Fixed Assets	190.36	838.90
Profit on sale of Assets	106.56	3.06
Interest Received	42.29	32.65
(Purchase)/Sale of Mutual Funds	(45.16)	(404.41)
Investment in group company	(12.75)	-
(increase)/Decrease in Other Investments	(4.87)	(4.93)
(increase)/Decrease in loans and advances	(15.65)	-
Capital advances (increase)/decrease	135.49	(436.92)
Profit on sale of Investments	0.41	3.20
(Increase) / Decrease in Fixed Depsit	(155.49)	7.32
(Increase) / Decrease in Security Deposit	(763.73)	39.57
Net Cash Flow from Investing Activities	**(2,862.73)**	**(1,046.57)**
C) Cash Flow from Financing Activities :		
Issue of Share Capital/Debentures	-	-
Proceeds from long term borrowings	882.84	-
Payment of long term borrowings	-	(1,274.20)
Net Proceeds from Short Term Borrowings	1,537.50	2,249.18
Finance Costs	(967.45)	(770.98)
Net Cash Flow from Financing Activities	**1,452.89**	**204.00**
Net Increase / (Decrease) in Cash & Cash Equivalents	(0.69)	(10.73)
Cash and Cash Equivalent at the beginning of the year	**20.68**	**31.41**
Cash and Cash Equivalent at the end of the year	**19.99**	**20.68**

Notes:

1) Components of Cash and Cash Equivalent		
a) In current account		
b) Cash in Hand	1.95	11.01
	18.04	9.67

2) The above Cash Flow statement has been prepared under Indirect Method set out in AS-3 issued by the Institute of Chartered Accountants of India.

3) Previous year figures have been regrouped and recast wherever nevessary.

4) Figures in bracket represents outflow

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268MXVXWA7952

For and on behalf of the Board of Directors of,
Abacus Lifestyle Brands Limited

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Sunit Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)

CIN No.U74101UP2011PLC047839

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

General Information

Abacus Lifestyle Brands Limited ("The Company") was originally incorporated as a private company in the name of "Abacus India Agencies Private Limited" on December 09, 2011 under the provision of Companies Act 1956 bearing Corporate Identification Number U74120UP2011PTC047839 issued by Registrar of Companies, Uttar Pradesh. The Company is engaged in the business of Retail Trading & Distributor of Apparels, Footwear, Accessories, Jewellery and Home Furnishing Products through its retail stores.

1 Summary Of Material Accounting Policies

1.1 Basis of Preparation of Financial Statements

The Financial Statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis of accounting. GAAP comprises mandatory accounting standards as specified in the Company (Accounting Standards) Rules 2014, the provisions of the Companies Act, 2013. Accounting policies have been consistently applied in preparation and presentation of financial statements

1.2 Use of Estimates

The preparation of Financial Statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates and assumptions used in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Any difference between the actual results and estimates are recognized in the period in which the results are known / materialize. Any revision to accounting estimates is recognized prospectively in the current and future periods.

1.3 Presentation & Disclosure of Financial Statements

All assets and liabilities have been classified as current & non-current as per company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and time between acquisition of assets for rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months. However, for the purpose of current / non- current classification of assets and liabilities, period of 12 months have been considered as normal operating cycle.

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1.4 Property, Plant and Equipment and Depreciation

i. Property, plant and equipment are stated at cost of acquisition / construction less accumulated depreciation and accumulated impairment losses, if any. Gross carrying amount of all property, plant and equipment are measured using cost model.

ii. Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset.

iii. Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments

iv. Subsequent expenditure related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing PPE, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

v. Property, plant & equipment are eliminated from financial statements either on disposal or when retired from active use. Assets held for disposal are stated at net realizable value. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant & equipment are recognized in the statement of profit and loss in the year of occurrence.

vi. Depreciation

- Depreciation on property, plant and equipment is provided on a Written down value (WDV) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013
- Depreciation methods, useful lives and residual values are reviewed periodically, including at the end of each financial year and adjusted prospectively.
- In case of assets purchased, sold or discarded during the year, depreciation on such assets is calculated on pro-rata basis from the date of such addition or as the case may be, upto the date on which such asset has been sold or discarded.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Useful life considered for depreciation are as follows :

Assets	Useful life (In years)
Plant and Machinery	15 Years
Furniture and Fixtures	15 Years
Computer	5 Years
Vehicles	10 Years
Office Equipment	15 Years
Building	60 Years

The Company depreciates its Property, Plant and Equipment ("PPE") over their estimated useful lives. Based on the nature of the Company's business, the expected usage of the assets and the expected average useful life of its stores, the Company has estimated the useful life of furniture and fixtures and office equipment to be 15 years. Accordingly, the Company depreciates such assets over a useful life of 15 years, which is different from the useful lives prescribed under Schedule II to the Companies Act, 2013. The estimated useful lives are reviewed periodically and are revised, where appropriate, based on changes in expected usage, technological developments, physical condition of the assets and other relevant factors.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

1.5 Intangible Assets and Amortisation

Intangible assets are recognized only if it is probable that the future economic benefits attributable to asset will flow to the Company and the cost of asset can be measured reliably. Intangible assets are stated at cost of acquisition/development less accumulated amortization and accumulated impairment loss, if any.

Cost of an intangible asset includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable expenditure on making the asset ready for its intended use. Intangible assets under development comprises of cost incurred on intangible assets under development that are not yet ready for their intended use as at the Balance Sheet date.

1.6 Leases

Lease arrangements where risks and rewards incidental to ownership of an asset substantially vest with the lessor are classified as operating lease.

Rental expenses on assets obtained under operating lease arrangements are recognized on a straight-line basis as an expense in the Statement of Profit and Loss over the lease term of respective lease arrangement unless there is another systematic basis which is more representative of the time pattern of the lease

1.7 Impairment

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the property, plant and equipment is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognized are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortization had no impairment loss been recognized in earlier years.

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1.8 Investments:

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value of long term investments is made to recognise a decline, other than temporary, on an individual investment basis.
Investment transactions are accounted for on a trade date basis. In determining the holding cost of investments and the gain or loss on sale of investments, the 'weighted average cost' method is followed.

1.9 Inventories

i. Raw materials and components, packing materials, consumables, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
The Cost comprises of costs of purchase, duties and taxes (other than those subsequently recoverable) and other costs incurred in bringing them to their present location and condition. Cost is determined on First In First Out / Weighted average / Specific Identification basis.
ii. Work-in-progress / Finished goods are valued at lower of cost and net realizable value. Cost includes direct materials valued on weighted average / First In First Out / Specific Identification basis, conversion costs (i.e. costs directly related to the units of production), appropriate proportion of manufacturing overheads based on normal operating capacity and other costs incurred in bringing them to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.
iii. Stocks in trade (Traded goods) are valued at lower of cost and net realizable value. Cost includes direct materials valued on weighted average / First In First Out / Specific Identification basis, and other costs incurred in bringing them to their present location and condition.
iv. Scraps are valued at estimated net realizable value.
v. Cost of inventories is arrived at after providing for cost of obsolescence wherever considered necessary.

1.10 Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, cheque on hand, bank balances and deposits with banks with maturity period less than 12 months (other than on lien)

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1.15 Retirement and other Employee Benefit

(i) Short term employee benefit

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss in the period in which the employee renders the related service. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee

benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus / ex-gratia are recognised in the period in which the employee renders the related service.

(ii) Post employment

Defined Contribution Plan :

The defined contribution plan is post-employment benefit plan under which Company contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund and Employee State Insurance Scheme. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

1.16 Taxes

(i) Current Tax : Tax expenses comprises of current tax, deferred tax charge or credit, minimum alternative tax and adjustments of taxes for earlier years. Provision for current tax is made as per the provisions of Income Tax Act, 1961.

(ii)Deferred Tax : Deferred tax charge or credit reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years and are measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each balance sheet date. At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably/virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

1.17 Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or development of a qualifying asset are capitalized as part of the cost of the respective asset till such time the asset is ready for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1.18 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings per share, the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Diluted earnings per share are calculated after adjusting effects of potential equity shares (PES).PES are those shares which will convert into equity shares at a later stage. Profit / loss is adjusted by the expenses incurred on such PES. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity share

1.19 Segment Reporting

A reportable segment is a business segment or a geographical segment identified on the basis of foregoing definitions for which segment information is required to be disclosed by this Standard.
The basic factor for Business segment is the nature of the Services for the Company. Which is a distinguishable
component that is engaged in providing an individual product or a group of related products and that is subject to risks and returns that are different from those of other business segments or as a whole Business.
The basic factor Geographical segment, for the Company, is relationships between operations in different geographical areas in terms of India and Outside India., which is a distinguishable component that is engaged in providing products or within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments.

1.20 Provisions and Contingent liabilities and asset

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value (except retirement benefits) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.
A Contingent Asset is neither recognised nor disclosed in the financial statements.

1.21 Events after Balance Sheet

Events occurring after the balance sheet date that indicate that an asset may have been impaired, or that a liability may have existed, at the balance sheet date are, therefore, taken into account in identifying contingencies and in determining the amounts at which such contingencies are included in financial statements

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

RAJIV PRIYANKA & ASSOCIATES
CHARTERED ACCOUNTANTS
LUCKNOW

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

1.22 Related Party Transactions

Disclosure of transactions with related parties and where control exists, as required by Accounting Standard 18 "Related Party Disclosure" has been set out in a Notes to the Financial Statement. Related parties as defined under clause 3 of the Accounting Standard have been identified based on representations made by key managerial personnel and information available with the Company. Refer Annexure 30

1.23 The various figures of financial statement have been regrouped or reclassified wherever necessary.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839
Notes forming part of the Standalone financial statements
(All amounts in INR Lakhs, unless otherwise stated)

2 Share Capital

	Particulars	As at 31 March, 2026		As at 31 March, 2025	
		Number of shares	Amount	Number of shares	Amount
	(A) Authorised, issued, subscribed and paid-up share capital and par value per share				
a)	Authorised Share Capital				
	Equity Shares of Rs.10 each	2,40,00,000	2,400.00	2,40,00,000	2,400.00
b)	**Issued, subscribed and paid up**				
	Equity Shares of Rs.10 each	1,75,00,000	1,750.00	1,75,00,000	1,750.00
	Total	**1,75,00,000**	**1,750.00**	**1,75,00,000**	**1,750.00**

2.1 Reconciliation of numbers of equity shares outstanding at the beginning and at the end of the year

Particulars	No. of Shares as at 31 March 2026	No. of Shares as at 31 March 2025
Equity shares as at the beginning of the year	1,75,00,000	35,00,000
Add : Bonus share Issued during the year	-	1,40,00,000
Add: Issued during the year	-	-
Equity shares as at the end of the year	**1,75,00,000**	**1,75,00,000**

2.2. Term/rights attached to equity shares:

The company has one class of equity shares having a par value of ₹10 each. Each shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding

2.3. The company has issued 140 Lakhs bonus shares (i.e. in the ratio of 4:1) during the FY 2024-25. The Bonus issue was approved by the Shareholders of our Company at the Extra Ordinary General Meeting held on June 21, 2024

2.4 There is no change in the number of shares outstanding at the beginning and at the end of the year ending March 31, 2026 which is given in table above.

2.5 Shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	As at 31 March 2026		As at 31 March 2025	
	No. of shares	Amount in Lakhs	No. of shares	Amount in Lakhs
Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:	NIL	NIL	NIL	NIL

2.6 Details of shareholders holding more than 5% shares in the Company

	Name of the shareholders	As at 31 March, 2026		As at 31 March, 2025	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Kalpana Mishra	46,98,215	26.85%	46,98,215	26.85%
2	Sunit Mishra	1,25,99,985	72.00%	1,25,99,985	72.00%
	Total	**1,72,98,200**	**98.85%**	**1,72,98,200**	**98.85%**

2.7 Details of shareholding of Promoters holding.

	Name of the shareholders	As at 31 March, 2026		As at 31 March, 2025	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Kalpana Mishra	46,98,215	26.85%	46,98,215	26.85%
2	Sunit Mishra	1,25,99,985	72.00%	1,25,99,985	72.00%
	Total	**1,72,98,200**	**98.85%**	**1,72,98,200**	**98.85%**

Percentage Change in Promoters shareholding:-

	Name of the Promoter	No of Shares Held				Changes during the year	
		As at 31 March, 2026	% of Holding	As at 31 March, 2025	% of Holding	As at 31 March, 2026	As at 31 March, 2025
1	Kalpana Mishra	46,98,215	26.85%	46,98,215	26.85%	-	-1.15%
2	Sunit Mishra	1,25,99,985	72.00%	1,25,99,985	72.00%	-	-
	Total	**1,72,98,200**	**98.85%**	**1,72,98,200**	**98.85%**		

Proposed Dividend on Equity Shares

Particulars	As at 31.03.2026	As at 31.03.2025
Dividend paid or Declared	0.00	0.00
Total	0.00	0.00

Forefeited Shares

Particulars	As at 31.03.2026	As at 31.03.2025
Forefeited Shares	0.00	0.00
Total	0.00	0.00

Shares Reserved for Issue under Options / Contracts

Particulars	As at 31.03.2026	As at 31.03.2025
Shares Reserved for Issue under Options / Contracts	0.00	0.00
Total	0.00	0.00

Convertible Instrument

Particulars	As at 31.03.2026	As at 31.03.2025
Convertible Instrument	0.00	0.00
Total	0.00	0.00

Calls Unpaid

Particulars	As at 31.03.2026	As at 31.03.2025
Calls Unpaid	0.00	0.00
Total	0.00	0.00

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

3 Reserves & Surplus

Particulars	As at 31 March, 2026	As at 31 March, 2025
Share Premium		
Balance at the beginning of the year	122.11	1,522.11
Add: Additions during the year	-	-
Less: Utilized for issue of Bonus shares	-	(1,400.00)
Total (A)	**122.11**	**122.11**
Profit & Loss		
Balance at the beginning of the year	1,753.55	1,183.03
Add: Profit/ (Loss) for the Year	1,098.48	570.52
Less: Adjustment relating to earlier year(s)	8.43	-
Less: Utilized for issue of Bonus shares	-	-
Amount available for appropriation	2,860.46	1,753.55
Balance in profit & loss account as at the end (B)	2,860.46	1,753.55
Total	**2,982.57**	**1,875.66**

Nature & Purpose of Reserves:
-Securities premium reserve : Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013
-Retained Earnings : Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

4 Long-Term Borrowings

Particulars	As at 31 March, 2026	As at 31 March, 2025
	Non Current	Non Current
Secured Borrowings		
Loan From Bank/NBFC	642.65	111.20
Rupee Loan from financial institutions/other parties	949.82	426.58
Unsecured Borrowings		
Loan From Banks/NBFCs	151.77	216.35
Others	474.24	310.33
Current Maturities of Long Term Borrowings	(907.29)	(636.12)
Total	**1,311.19**	**428.35**

Nature of securities and terms of repayment of Long term borrowing-

Details of repayment, rate of interest and security for loans from bank and financial institutions including current maturities :

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Outstanding Amount as on 31-03-26
BMW	Secured against motor car	CAR LOAN	7.90%	3/16/2022	2/16/2026	48 Monthly Installments	55.00	-
UNION BANK OF INDIA	Current Assets of Company, Directors property at H B NO 102 Vibhuti Khand gomati nagar, Plot No 5/843 Sec-5, H No 6/201 Deepak Delux Sahara Grace Jankipurum, Plot No B/2/033 Sec-B Pocket -2 Sushant Golf City Sultanpur road, H No B-101 Vibhuti Khnad, H No A-1/1301 Eldeco Elegance Vibhuti Khand, H No 3/386 Viram Khand Gomtinagar Lucknow and Fixed Deposit of Rs. 23 Lacs	Term Loan	9.25%	4/1/2021	10/30/2024	36 MONTHLY INSTALLMENT	36.74	-
UNION BANK OF INDIA		Term Loan	9.25%	11/30/2021	10/31/2026	60 MONTHLY INSTALLMENT	147.00	28.58
HDFC BANK	Secured against motor car	CAR LOAN	8%	5/7/2022	4/7/2027	60 MONTHLY INSTALLMENT	10.00	2.52
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	9.70%	7/15/2022	6/15/2029	84 MONTHLY INSTALLMENT	7.00	4.03
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	9.70%	7/15/2022	6/15/2029	84 MONTHLY INSTALLMENT	7.00	4.03
Indusind bank	Secured against motor car	CAR LOAN	12.53%	Dec-23	Oct-25	23 monthly installment	7.51	-
TATA CAPITAL	Security Deposit Equivalent to 0% of the facility amount (in the nature of non-interest bearing, refundable) with TCL, Exclusive lien in favour of TCL on open ended debt mutual fund as acceptable to TCL having not less than 50% of facility amount (The price of Mutual fund for the purpose of creation of security shall be calculated based on NAV	Business Loan	11.50%	5/30/2024	7/5/2027	36 Monthly Installments	500.00	222.54
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	9.45%	7/20/2024	6/20/2031	84 MONTHLY INSTALLMENT	12.00	9.37
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	9.45%	3/4/2025	6/4/2032	84 MONTHLY INSTALLMENT	6.00	5.26
AXIS BANK	Current Assets of Company, Directors property at Plot No B-106 Vibhuti Khnad, Gomtinagar Lucknow	OD LIMIT	8.75%	8/26/2025	8/25/2032	84 MONTHLY INSTALLMENT	400.00	371.26
UNION BANK OF INDIA	Secured against motor car	CAR LOAN	8.95%	6/16/2025	5/15/2032	84 MONTHLY INSTALLMENT	27.47	24.90
UNION BANK OF INDIA	Current Assets of Company, Directors property at Plot No 5/843 Sec-5, H No 6/201 Deepak Delux Sahara Grace Jankipurum, Plot No B/2/033 Sec-B Pocket -2 Sushant Golf City Sultanpur road, H No B-101 Vibhuti Khnad, H No A-1/1301 Eldeco Elegance Vibhuti Khand, H No 3/386 Viram Khand Gomtinagar Lucknow and Fixed Deposit of Rs. 69.83 Lacs	Term Loan	10.50%	1/14/2026	12/14/2029	48 MONTHLY INSTALLMENT	200.00	192.70
BMW Financial Services	Secured against motor car	CAR LOAN	8.99%	1/16/2026	12/16/2029	48 MONTHLY INSTALLMENT	88.00	85.61
TATA CAPITAL	Extension of Mutual fund (MF) with AMC amounting to Rs.4.00 Crores already liened marked in TCL favour as acceptable to TCL (The ongoing security monitoring shall be calculated based on the NAV on a daily basis) Collateral : Security in the form of Fixed Deposit (FD) amounting to Rs.1.00 Crores with designated Partner Bank duly Lien marked favouring TCL Note: Minimum stipulated cover of 0.50x to be maintained on total exposure	Business Loan	11.25%	11/29/2023	12/5/2028	36 Monthly Installments	700.00	641.67
Axis Bank	UNSECURED	Business Loan	16%	4/20/2023	3/20/2026	36 Monthly Installments	50.00	-

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD
DIRECTOR

Indusind bank	UNSECURED	Business Loan	17%	4/4/2023	5/4/2026	36 Monthly Installments	50.00	1.78
Unity Small Finance	UNSECURED	Business Loan	18%	3/4/2023	4/4/2025	24 MONTHLY INSTALLMENT	51.00	-
ICICI Bank	UNSECURED	Business Loan	17.10%	5/1/2023	4/1/2026	36 Monthly Installments	50.00	-
Oxyzo Financial Secrives Pvt Ltd	UNSECURED	Business Loan	14.50%	4/3/2026	9/3/2027	18 MONTHLY INSTALLMENT	125.00	125.00
Oxyzo Financial Secrives Pvt Ltd	UNSECURED	Business Loan	15.50%	5/1/2024	12/1/2025	18 MONTHLY INSTALLMENT	90.00	-
SMFG INDIA CREDIT COMPANY	UNSECURED	Business Loan	16.00%	5/1/2024	5/1/2026	24 MONTHLY INSTALLMENT	50.33	4.83
THE DELHI SAFE DEPOSIT CO	UNSECURED	Business Loan	11%	8/3/2021	7/3/2026	24 MONTHLY INSTALLMENT	50.00	9.72
L AND T FINANCE	UNSECURED	Business Loan	17.50%	5/3/2024	4/3/2027	36 Monthly Installments	50.08	-
IDFC FIRST BANK LTD	UNSECURED	Business Loan	14.00%	12/3/2024	11/3/2027	36 Monthly Installments	76.50	46.54
KOTAK MAHINDRA BANK LTD	UNSECURED	Business Loan	16.95%	10/29/2024	11/28/2026	24 MONTHLY INSTALLMENT	100.00	36.85
UNITY SMALL FINANCE	UNSECURED	Business Loan	18.00%	1/17/2025	1/16/2027	24 MONTHLY INSTALLMENT	43.35	21.75
Aditya Birla Capital Limited	UNSECURED	Business Loan	15.00%	5/2/2025	5/2/2030	60 MONTHLY INSTALLMENT	48.74	42.92
Icici Bank Ltd Loan	UNSECURED	Business Loan	17.10%	6/2/2025	5/5/2030	60 MONTHLY INSTALLMENT	75.00	66.61
TATA CAPITAL	UNSECURED	Business Loan	11.50%	5/5/2025	7/5/2027	24 MONTHLY INSTALLMENT	50.00	31.08
L AND T FINANCE	UNSECURED	Business Loan	15.00%	3/30/2026	4/3/2030	48 MONTHLY INSTALLMENT	75.25	75.25
SMC Finance	UNSECURED	Business Loan	14.00%	3/30/2026	4/3/2029	36 MONTHLY INSTALLMENT	75.34	75.34
Oxyzo Financial Secrives Pvt Ltd	UNSECURED	Business Loan	15.00%	5/5/2025	10/4/2026	18 MONTHLY INSTALLMENT	115.00	47.80
THE DELHI SAFE DEPOSIT CO	UNSECURED	Business Loan	11.00%	10/20/2025	9/4/2027	24 MONTHLY INSTALLMENT	50.00	40.55

Note : There were no defaults in repayment of principal or payment of interest on borrowings during the reporting periods. Accordingly, there are no outstanding defaults in respect of borrowings as at the reporting dates.

5 Long-Term Provision

Particulars	As at 31 March, 2026	As at 31 March, 2025
	Non Current	Non Current
Gratuity Payable (Long Term)	168.54	127.70
Total	168.54	127.70

6 Other Non Current Liabilities

Particulars	As at 31 March, 2026	As at 31 March, 2025
Security Deposit from Franchisee	36.33	36.33
Total	36.33	36.33

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

7 Short-Term Borrowings

Particulars	As at 31 March, 2026	As at 31 March, 2025
Secured Borrowings		
From Banks		
Repayable on Demand		
Cash Credit/Overdraft		
Foreign Currency Demand Loan	5,801.47	3,532.66
	-	-
Unsecured Borrowings		
Cash Credit/Overdrafts		
Foreign Currency Demand Loans	499.22	1,080.36
	-	-
Current Maturities of Long term borrowings	907.29	636.12
Loan from Related Parties	85.23	506.56
Total	**7,293.20**	**5,755.70**

Nature of securities and terms of repayment of Short term borrowing-

Details of repayment, rate of interest and security for loans from bank and financial institutions including current maturities :

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Outstanding Amount as on 31-03-26
UNION BANK OF INDIA	Current Assets of Company, Directors property at H B NO 102 Vibhuti Khand gomati nagar, Plot No 5/843 Sec-5, H No 6/201 Deepak Delux Sahara Grace Jankipurum, Plot No B/2/033 Sec-B Pocket -2 Sushant Golf City Sultanpur road, H No B-101 Vibhuti Khnad, H No A-1/1301 Eldeco Elegance Vibhuti Khand, H No 3/386 Viram Khand Gomtinagar Lucknow and Fixed Deposit of Rs. 25 Lacs	CC Limit	13.05%	4/12/2024	NA	repayment on demand	3,000.00	2,249.72
AXIS BANK	Current Assets of Company, Directors property at Plot No B-106 Vibhuti Khnad, Gomtinagar Lucknow	CC Limit	8.75%	8/26/2025	NA	repayment on demand	2,250.00	2,249.80
AXIS BANK	Current Assets of Company, Directors property at Plot No B-106 Vibhuti Khnad, Gomtinagar Lucknow	TOD	10.50%	3/30/2026	NA	repayment on demand	200.00	200.00
CAPSAVE FINANCE PVT LTD	Security Deposit Equivalent to 10% of the facility amount	Channel Finance	14.00%	3/2/2026	NA	repayment on demand	200.00	202.33
CAPSAVE FINANCE PVT LTD	Security Deposit Equivalent to 10% of the facility amount	Business Loan	14.00%	3/2/2026	2/2/2027	12 Months	200.00	202.14
CHOLAMANDALAM INVESTMENT	Secured Against FD of Rs.30 Lakh	Business Loan	15.00%	3/7/2026	2/7/2027	12 Months	200.00	197.48
ADITYA BIRLA FINANCE LTD	UNSECURED	Channel Finance	12.50%	5/31/2024	NA	repayment on demand	300.00	299.40
PROFACTUS	Secured Against Stock and Receivables	Channel Finance	12.50%	5/31/2024	NA	repayment on demand	500.00	500.00
SHRIRAM FINANCE	UNSECURED	Channel Finance	14.50%	6/4/2024	NA	repayment on demand	500.00	-
INDIFI CAPITAL PVT LTD - SCF	UNSECURED	Channel Finance	14.75%	4/30/2025	3/30/2026	12 Months	200.00	199.82

Note : There were no defaults in repayment of principal or payment of interest on borrowings during the reporting periods. Accordingly, there are no outstanding defaults in respect of borrowings as at the reporting dates.

Details of repayment, rate of interest and security for Loans From Directors & Relatives

Particulars	Nature Of Securities	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Outstanding Amount as on 31-03-26
Sunil Mishra	Unsecured	Business Loan	NA	NA	NA	Repayable on demand	NA	85.23
Kalpana Mishra	Unsecured	Business Loan	NA	NA	NA	Repayable on demand	NA	-

8 Trade Payables

Particulars	As at 31 March, 2026	As at 31 March, 2025
Sundry Creditors		
Dues to Micro & Small Enterprises*	-	-
Others:	9,643.85	6,592.23
Total	**9,643.85**	**6,592.23**

* The company has compiled this information based on the current information in its possession. As at 31 March 2026, no supplier other than mentioned above has intimated the company about its status as a Micro or Small Enterprise or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for Trade Payables outstanding as on 31 March 2026 is as follows

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME*	-	-	-	-	-	-
(ii)Others	-	9,398.07	189.10	53.04	3.64	9,643.85
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	-	-

Ageing for Trade Payables outstanding as on 31 March 2025 is as follows

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME*	-	-	-	-	-	-
(ii) Others	-	6,421.06	42.37	60.69	68.11	6,592.24
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	-	-

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

***MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.**

	Particulars	As at 31 March, 2026	As at 31 March, 2025
(a)	Principal amount and Interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006 :	-	-
	Principal amount due to micro and small enterprises	-	-
	Interest due on above	-	-
(b)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(c)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(d)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(e)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-

9 Other Current Liabilities

Particulars	As at 31 March, 2026	As at 31 March, 2025
Advance From Customer	164.36	75.97
TDS Payable	264.41	149.07
Credit Card Payable	6.41	18.60
Employee Benefit Payable	132.87	78.97
CSR Payable	12.76	7.99
Audit fees payable	4.94	5.09
Total	**585.74**	**335.69**

10 Short Term Provisons

Particulars	As at 31 March, 2026	As at 31 March, 2025
Provision for Taxation	468.93	255.76
Gratuity Payable (Short Term)	18.78	14.30
Total	**487.71**	**270.06**

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839
Notes forming part of the Standalone financial statements
(All amounts in INR Lakhs, unless otherwise stated)

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

11 Property, Plant and Equipment and Intangible Assets

SR.No.	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2025	Additions	Sales during the year/Adjustment	Balance as at 31 March 2026	Balance as at 1 April 2025	Depreciation charge for the year	Disposal / Adjustment	Balance as at 31 March 2026	Balance as at 31 March 2026	Balance as at 31 March 2025
A	Tangible Assets										
1	Furniture & Fixture	3,621.09	1,773.33	273.02	5,121.40	1,785.23	468.59	121.16	2,132.67	2,988.73	1,835.86
2	Office Equipments	911.83	428.88	65.93	1,274.77	430.19	133.67	30.04	533.82	740.95	481.64
3	Computer	46.51	15.23	-	61.74	37.01	6.91	-	43.91	17.83	9.50
4	Car	220.78	122.76	52.12	291.42	164.33	26.60	49.51	141.41	150.00	56.45
5	Building	228.97	-	-	228.97	72.82	7.42	-	80.24	148.73	156.15
6	Bike	1.34	-	-	1.34	1.25	0.03	-	1.28	0.07	0.09
	Total	5,030.51	2,340.19	391.07	6,979.64	2,490.81	643.22	200.70	2,933.33	4,046.31	2,539.69
	Previous Year	4,744.41	648.68	362.57	5,030.51	2,013.19	477.63	-	2,490.81	2,539.69	2,731.22

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

SR.No.	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2024	Additions	Sales during the year/Adjustment	Balance as at 31 March 2025	Balance as at 1 April 2024	Depreciation charge for the year	Disposal / Adjustment	Balance as at 31 March 2025	Balance as at 31 March 2025	Balance as at 31 March 2024
A	Tangible Assets										
1	Furniture & Fixture	3,145.63	838.03	362.57	3,621.09	1,423.03	362.20	-	1,785.23	1,835.86	1,722.61
2	Office Equipments	654.10	257.73	-	911.83	347.99	82.20	-	430.19	481.64	306.11
3	Computer	38.26	8.25	-	46.51	34.39	2.62	-	37.01	9.50	3.87
4	Car	199.77	21.00	-	220.78	141.54	22.78	-	164.33	56.45	58.23
5	Building	228.97	-	-	228.97	65.03	7.79	-	72.82	156.15	163.94
6	Bike	1.34	-	-	1.34	1.21	0.04	-	1.25	0.09	0.13
	Total	**4,744.41**	**648.68**	**362.57**	**5,030.51**	**2,013.19**	**477.63**	**-**	**2,490.81**	**2,539.69**	**2,731.22**
	Previous Year	4,066.42	677.98	-	4,744.41	1,598.24	414.94	-	2,013.19	2,731.22	2,468.18

Notes:

1 The Company does not hold any immovable property.

2 During the period, the Company has not revalued any Property, Plant & Equipment.

3 The Company does not have any benami property and no proceedings have been initiated during the current or preceding year or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

RAJIV PRAKASH & ASSOCIATES CHARTERED ACCOUNTANTS

12 Deferred Tax Asset

Particulars	As at 31 March, 2026	As at 31 March, 2025
Opening Balance		
Opening Deferred Tax Assets/(Liabilities)	187.71	122.90
Deferred Tax Asset/(Liability) during the year	50.04	64.81
Total	237.76	187.71

Note: Deferred tax asset arising on such carried forward losses has been recognised in the financial statements, as there is virtual certainty, supported by convincing evidence, that sufficient future taxable income will be available against which such losses can be utilised.

13 Long Term Loans and Advances

Particulars	As at 31 March, 2026	As at 31 March, 2025
Capital Advances	301.43	436.92
Loans and Advances to Related Parties	15.65	-
Total	317.08	436.92

Particulars	As at 31 March, 2026	As at 31 March, 2025
Loans/Advances to Promoters	-	-
Loans/Advances to Directors	-	-
Loans/Advances to KMP	-	-
Loans/Advances to Other Related Parties	15.65	-
Total	15.65	-
% of Total Loans and Advances	100.00%	0.00%

14 Other Non Current Assets

Particulars	As at 31 March, 2026	As at 31 March, 2025
Security Deposit	2,229.67	1,465.94
Total	2,229.67	1,465.94

15 Non Current Investments

Particulars	As at 31 March, 2026	As at 31 March, 2025
Investment in FDR	375.13	219.64
Capital Investment in Group Company	12.75	-
Other Investments	33.57	28.70
Total	421.46	248.35

16 Current Investment

Particulars	As at 31 March, 2026	As at 31 March, 2025
Investment in Mutual Funds	472.11	426.96
Total	472.11	426.96

17 Inventories (Valued at Cost or NRV which ever is lower)

Particulars	As at 31 March, 2026	As at 31 March, 2025
Raw Materials	-	-
Work In Progress	-	-
Stock-in-Trade	13,976.69	9,912.95
Total	13,976.69	9,912.95

RAJIV PRIYANKA & ASSOCIATES
CHARTERED ACCOUNTANTS
LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

18 Trade Receivables

Particulars	As at 31 March, 2026	As at 31 March, 2025
a) Secured, Considered Good		
b) Unsecured, Considered Good		
From Related Parties	275.26	275.26
Others:	1,902.42	1,546.79
c) Doubtful		
Less : Provision for Doubtful Debts	-	-
Total	**2,177.68**	**1,822.05**

Ageing for Trade Receivables as on 31 March 2026

Particulars	Outstanding for period from due date of payment				Total
	Less than 6 months	6 months - 1 year	1-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,208.74	718.34	142.67	107.93	2,177.68
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-

Ageing for Trade Receivables as on 31 March 2025

Particulars	Outstanding for period from due date of payment				Total
	Less than 6 months	6 months - 1 year	1-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,462.14	251.08	108.83	-	1,822.05
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-

Note: The company has no unbilled or undue trade receivables

19 Cash & Cash Equivalents

Particulars	As at 31 March, 2026	As at 31 March, 2025
Balances with Banks		
In current account		
Fixed Deposits with Banks	1.95	11.01
Cash in Hand	-	-
Total	18.04	9.67
	19.99	**20.68**

20 Short-term loans and advances

Particulars	As at 31 March, 2026	As at 31 March, 2025
a) Loans and advances to related party		
Loans and Advances to Related Party	-	-
b) Loans and advances to other		
Advance To Suppliers	79.57	14.61
Other Advances	1.42	-
Balance with revenue authorities	279.39	95.86
Total	**360.38**	**110.47**

21 Revenue From Operations

Particulars	As at 31 March, 2026	As at 31 March, 2025
Revenue from Operations		
Sale of Goods	23,296.00	20,231.52
Sale of Services	1,860.39	1,233.19
Total	25,156.38	**21,464.71**

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD. DIRECTOR

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839
Notes forming part of the Standalone financial statements

22 Other Incomes

Particulars	As at 31 March, 2026	As at 31 March, 2025
Interest on FD	17.40	13.40
Interest on Security Deposit	24.90	19.25
Profit on sale of Asset	106.56	3.06
Profit on sale of Investments	0.41	3.20
Reimbursement Charges Received	164.44	66.19
Total	**313.70**	**105.09**

23 Purchase of Stock-in-Trade

Particulars	As at 31 March, 2026	As at 31 March, 2025
Purchase of Goods	18,372.58	15,755.64
Total	**18,372.58**	**15,755.64**

24 Changes in inventories of Stock-in-Trade

Particulars	As at 31 March, 2026	As at 31 March, 2025
Opening Stock in trade	9,912.95	7,323.73
Closing Stock in Trade	13,976.69	9,912.95
Total	(4,063.74)	(2,589.22)

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

RAJIV PRIYANKA & ASSOCIATES
CHARTERED ACCOUNTANTS
LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

25 Employee Benefit Expenses

Particulars	As at 31 March, 2026	As at 31 March, 2025
Salaries and wages	2,286.17	1,490.98
Contribution to provident and other funds	35.70	17.13
Staff Welfare	108.38	121.24
Gratuity	45.32	62.89
Total	**2,475.57**	**1,692.25**

26 Finance Cost

Particulars	As at 31 March, 2026	As at 31 March, 2025
Interest Expense	788.21	632.57
Other Borrowing Cost	179.24	138.41
Total	**967.45**	**770.98**

27 Depreciation and Amortization

Particulars	As at 31 March, 2026	As at 31 March, 2025
Amortization	-	-
Depreciation	643.22	477.63
Total	**643.22**	**477.63**

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

28 Other Expense

Particulars	As at 31 March, 2026	As at 31 March, 2025
Advertisement Expenses	82.40	72.09
Brand Supporting Expenses	839.80	872.81
CAM Charges	243.68	185.51
Commission on Sales	61.12	100.60
Conveyance Expenses	4.78	4.61
CSR Expenses	12.76	7.99
Director Sitting Fees	1.00	-
Electricity & Water Charges	599.83	337.67
EPF damages & interest	1.78	1.53
Franchisee Fees	1.50	18.00
Freight & Cartage	2.94	3.79
Generator Running Expense	31.68	15.24
Insurance Expenses	65.54	46.50
Interest on TDS	11.89	86.78
Interest & Late fees on Income Tax	25.23	-
Legal & Professional Charges	44.41	28.96
Membership Fee	0.07	0.32
Office Expenses	78.60	68.56
Packing Expenses	75.14	37.66
Postage & Courier Charges	27.95	37.03
Printing & Stationery	8.42	7.13
Rent	2,913.66	2,364.98
Repair & Maintenace Expenses	36.46	101.05
ROC Filling Fees	2.35	7.42
Store-operational Expenses	285.31	132.28
Sundry Bal W/off	-	1.54
Software Expenses	-	0.92
Telephone & Internet	32.94	19.54
Tour & Travelling Expenses	87.82	65.40
Audit Fees	2.58	2.50
Total	**5,581.62**	**4,628.41**

Following is the breakup of Auditor's remuneration:	**As at 31 March, 2026**	**As at 31 March, 2025**
Statutory auditor	2.58	1.60
Tax Audit	-	0.90

29 Earning per Equity Share

Particulars	As at 31 March, 2026	As at 31 March, 2025
Profit after tax (Amount in lakhs)	1,098.48	570.52
Number of shares oustanding at the year end	1,75,00,000	1,75,00,000
Weighted average number of equity shares(adjusted)	1,75,00,000	1,75,00,000
Basic EPS from continuing Operations	6.28	3.26
Diluted EPS from continuing Operations	6.28	3.26

For RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD

DIRECTOR

30 Foreign Exchange

Particulars	As at 31 March, 2026	As at 31 March, 2025
Foreign exchange earned	-	-
Foreign exchange expended	-	-

31 Defined contribution plans

I. The Company has classified the various benefits provided to employees as under:

a. Employee State Insurance Fund

b. Employee Provident Fund

The expense recognised during the period towards defined contribution plan -

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
Employers Contribution to Employee Provident Fund & ESI	35.70	17.13

II. Defined benefit plans

Gratuity

The Company should provide for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of INR 20,00,000/-.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

	Defined benefit plans	For the year ended 31.03.2026	For the year ended 31.03.2025
		Gratuity (Unfunded)	Gratuity (Unfunded)
I	**Expenses recognised in statement of profit and loss during the year:**		
	Current service cost	48.42	38.40
	Past service cost	-	-
	Expected return on plan assets	-	-
	Net interest cost / (income) on the net defined benefit liability / (asset)	9.94	5.74
	Immediate Recognition of (Gain)/Losses		
	Loss (gain) on curtailments	-13.04	18.76
	Total expenses included in Employee benefit expenses	**45.32**	**62.89**
II	**Net asset /(liability) recognised as at balance sheet date:**		
	Present value of defined benefit obligation	187.32	142.00
	Fair value of plan assets	-	-
	Funded status [surplus/(deficit)]	**-187.32**	**-142.00**
III	**Movements in present value of defined benefit obligation**		
	Present value of defined benefit obligation at the beginning of the year	142.00	79.11
	Current service cost	48.42	38.40
	Past service cost	-	-
	Interest cost	9.94	5.74
	Actuarial (gains) / loss	-13.04	18.76
	Benefits paid	-	-
	Present value of defined benefit obligation at the end of the year	**187.32**	**142.00**
	Classification		
	Current liability	18.78	14.30
	Non-current liability	168.54	127.70

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.
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IV **Sensitivity analysis method**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

V **Actuarial assumptions:**

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
Expected Return on Plan Assets		
Discount rate	7.00%	7.25%
Expected rate of salary increase	5.00%	5.00%
Mortality Rate During Employment	IALM 2012-14	IALM 2012-14
Retirement age	60	60

Notes:

a. The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

b. The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.

DIRECTOR

32 Related Party Transactions

a) (i) Name of related parties

SR NO	Name of the Related Parties	Nature of Relationship
1	Abacus Automotive Private Limited	Subsidiary Company*

*The Company acquired Abacus Automotive Private Limited on December 01, 2025. Accordingly, the above related party relationship came into existence post December 01, 2025 and no corresponding relationship existed before this period.

a) (ii) Key management personnel (KMP)

SR NO	Name of The Party	Designation
1	Sunit Kumar Mishra	Chairman and Managing Director
2	Kalpana Mishra	Whole Time Director
3	Sachin Pathak	Non-Executive Director
4	Manoj Kumar Srivastava	Chief Financial Officer
5	Ankita Gupta	Company Secretary

a) (iii) Enterprise where KMP have significant Influence

SR NO	Name of the Party	Person Interested	Nature of Relationship
1	Matrix	Sunit Mishra	Director has significant influence
2	Tekexcelrator Brands Private Limited	Sunit Mishra	Director has significant influence
3	Truedge Advisors Private Limted	Sunit Mishra	Director has significant influence

a) (iv) Relatives of Key Managerial Persons and Directors

SR NO	Name of Relatives	Relationship with Key Managerial Persons/Directors
1	Surendra Mohan Shukla	Father of Kalpana Mishra
2	Kanak Lata Mishra	Mother of Sunit Mishra

b) Summary of related party transactions

Name of the Related Party	Nature of the Related Party Transaction	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Sunit Kumar Mishra	Director Remuneration	57.00	54.00
	Loan Taken	607.81	1,398.78
	Loan Repaid	984.27	1,867.78
	Rent paid	84.00	54.00
Kalpana Mishra	Director Remuneration	42.00	39.00
	Loan Taken	-	-
	Loan Repaid	167.46	204.68
Manoj Kumar Srivastava	Salary	6.58	5.92
	Incentive	1.55	1.50
Ankita Gupta	Salary	3.00	2.25
Tekexcelrator brands Pvt ltd	Commission Paid	2.00	31.86
Truedge Advisors Private Limted	Loans and advances given	4.45	-
Abacus Automotive Private Limited	Capital Investment	12.75	-
	Loan Given	11.20	-
Surendra Mohan Shukla	Rent paid	2.40	2.40
Kanak Lata Mishra	Deposit Paid back	-	18.32

c) Outstanding Balances of Related Party

Name of the Related Party	Nature of the Related Party Transaction	As At 31 March, 2026	As At 31 March, 2025
Sunit Kumar Mishra	Loans Received	85.23	376.90
Kalpana Mishra	Loans Received	-	129.66
Surendra Mohan Shukla	Deposit Received	14.00	14.00
Abacus Automotive Private Limited	Investment	12.75	-
	Loan Given	11.20	-
Truedge Advisors Private Limted	Loans and advances given	4.45	-
Matrix	Trade Receivables	275.26	275.26

RAJIV PRIYANKA & ASSOCIATES CA CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

33 Segment Reporting

Based on guiding principle given in Accounting Standard 17 'Segment reporting, Issued by the Institute of Chartered Accountants of India.

a) Primary Segment (Business Segment):

The Company is specializing in the business of the retail trading and distribution of products of various national and international Brands. Hence single sement is considered as the Business Segment for purpose of reporting.

Particulars	Amount
Segment Revenue	**Total**
Sale to External Customers	
March 31, 2026	25,156.38
March 31, 2025	21,464.71
	46,621.10
Segment Expense	
March 31, 2026	22,366.04
March 31, 2025	19,487.08
	41,853.12
Segment Results	
March 31, 2026	2,790.35
March 31, 2025	1,977.63
	4,767.98
Finance Costs and Depreciation at enterprise level	
March 31, 2026	1,610.66
March 31, 2025	1,248.61
	2,859.27
Profit before tax at Enterprise level	
March 31, 2026	1,493.38
March 31, 2025	834.11
	2,327.49
Segment Asset	
March 31, 2026	24,259.12
March 31, 2025	17,171.72
	41,430.84
Segment Liabilities	
March 31, 2026	19,526.55
March 31, 2025	13,546.06
	33,072.61

b) Secondary Segment (Geographical Segments)

During the reporting periods, the Company's revenue from geographical locations other than India are "NIL" to the total revenue of the company. Hence, the same has been considered as representing a geographical segment.

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
India	25,156.38	21,464.71
Outside India	-	-

34 a. Contingent Liabilities

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Total Amount of Bank Guarantee Issued (Consider as Contingent Liabilities)	668.79	668.79
Disputed Goods & Service Tax (Note 2)	2.22	-
TDS Defaults (Note 3)	11.61	0.00

Notes

1 The Company has issued bank guarantees in favour of various parties, primarily in connection with its contractual and business obligations. The issuance of such bank guarantees may also require the Company to maintain margin money or provide security with the issuing banks.

2 The Company has certain disputed Goods and Services Tax ("GST") liabilities aggregating to ₹2.02 lakh (CGST – ₹1.01 lakh and SGST – ₹1.01 lakh) as at March 31, 2026. The overall disputed amount under GST also includes ₹0.20 lakh towards interest on such disputed amount.

3 The Company has certain outstanding defaults in respect of Tax Deducted at Source ("TDS") aggregating to ₹11.61 lakh as at March 31, 2026 and ₹ 0.00 lakhs as at March 31, 2025. The overall amount in respect of such TDS defaults comprises ₹0.19 lakh towards short deduction, ₹11.43 lakh towards interest on such defaults the applicable provisions.

b. Estimated Liability in respect of Capital Commitment Rs. Nil (Previous Year Rs. Nil)

RAJU PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

35 Company has not purchased its own shares out of free reserves or securities premium account

36 The Financial Statements of a company comply with the accounting standards referred in Section 129(1)

37 **Corporate Social Responsibility (CSR)**

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
(a) amount required to be spent by the company during the year,	12.76	7.99
(b) amount of expenditure incurred,	7.99	0.00
(c) shortfall at the end of the year,	4.77	7.99
(d) total of previous years shortfall,	7.99	0.00
(e) reason for shortfall,	NA	NA
(f) nature of CSR activities,*	Refer Note below	Refer Note below
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	0.00	0.00
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	0.00	0.00
Expenditure carried forward to Next year	12.76	7.99

Note:

1. The aforesaid CSR expenditure has been utilised on the following activities, all of which fall within the ambit of item (i) of Schedule VII to the Companies Act, 2013, namely eradicating hunger, poverty and malnutrition and promoting preventive health care.

2. The Company could not utilise the CSR amount during the year. The unspent amount does not relate to any ongoing project and will be dealt with in accordance with the provisions of Section 135 of the Companies Act, 2013.

38 Post reporting date events - No adjusting or significant non-adjusting events have occurred between March 31, 2026 and the date of authorisation of these financial statements.

39 Director Personal Expenses-There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

40 Balances of Debtors, Creditors, Loans and Liabilties are subject to confirmations. Cash Balance is taken as certified by the Management

In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. Subject to the Notes, the provisions for all liabilities are adequate and not in excess of the amounts considered reasonably necessary.

41 **Additional regulatory information**

(i) **Details of crypto currency or virtual currency**
The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year ended on March 31, 2026 and March 31, 2025. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(ii) **Undisclosed income**
During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(iii) **Relationship with struck off companies**
The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the during the financial year ended on March 31, 2026 and March 31, 2025.

(iv) **Compliance with numbers of layers of companies**
The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the during the financial year ended on March 31, 2026 and March 31, 2025.

(v) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(vi) The company has not granted loans or advances to promoters, directors, KMP's (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are: a) repayable on demand or (b) without specifying any terms or period of repayment.

(vii) The company has no capital work in progress hence the ageing schedule has not been disclosed

(viii) Company has no Intangible assets under development, hence no disclosure required.

RAJIV PRIYANKA & ASSOCIATES CHARTERED ACCOUNTANTS LUCKNOW

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Notes forming part of the Standalone financial statements

(ix) The Company has borrowings from banks on the basis of security of current assets. The monthly returns of current assets filed with the banks are in agreement with the books of accounts normaly and there are no material discrepancies.

(x) No charges or satisfaction are yet to be registered with Registrar of Companies beyond the statutory period.

(xi) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

(xii) (A) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(B) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41 Previous year's figures have been regrouped and / or re-arranged wherever necessary to conform with the current year disclosures. Comparative financial information in the respect to preceding year is included as an integral part of the current year's financial statements and is to be read in relation to the amounts and other disclosure relating to the current year.

As per our report of even date on separate sheet
For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

(Rajiv Agarwal) Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268MXVXWA7952

For and on behalf of the Board of Directors o
Abacus Lifestyle Brands Limited

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Sunit Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

Kalpana Mishra
WholeTime Director
DIN: 05124534
Place: Lucknow
Date: 10-09-2026

Manoj Kumar Srivastava
Chief Financial Officer

Ankita Gupta
Company Secretary
M. No: ACS47984

Abacus Lifestyle Brands Limited

(Formerly known as Abacus Lifestyle Brands Private Limited)
CIN No.U74101UP2011PLC047839
Notes forming part of the Standalone financial statements

42 Ratio Analysis

A) Ratios

SR No	Ratio	Numerator	Denominator	As at 31 March, 2026	As at 31 March, 2025	Variance	Resaon for Variance
1	Current Ratio	Current Assets	Current Liabilities	0.94	0.95	-0.50%	NA
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	1.82	1.71	6.60%	NA
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	1.60	1.48	8.18%	NA
4	Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	26.28%	17.11%	53.64%	Better profitability leading to improvement in ROE
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	1.20	1.53	-21.59%	NA
6	Trade Receivables Turnover Ratio	Revenue from operations	Average Trade Receivables	12.58	9.86	27.53%	Reduction in debtors leading to improvement in ratio
7	Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	2.26	2.53	-10.60%	NA
8	Net Capital Turnover Ratio	Net Sales	Average working capital (i.e. Total current assets less Total current liabilities)	(30.23)	84.72	-135.68%	Negative working capital leading to the negative ratio
9	Net Profit Ratio (in %)	Net Profit	Revenue from operations	4.37%	2.66%	64.29%	Better profitability leading to improvement in NPR
10	Return on Investment Ratio	Income on Investments	Cost of Investments	1.39%	1.70%	-18.21%	NA
11	Return on Capital employed (in %)	Earning before interest and taxes	Capital employed = Tangible Net worth + Total debt + Deferred tax liabilities	16.39%	15.59%	5.14%	NA

For Rajiv Priyanka & Associates
Chartered Accountants
FRN: 006513C

(Rajiv Agarwal)
Partner
Membership No. 073268
Place: Lucknow
Date: 10-09-2026
UDIN: 26073268MXVXWA7952

For and on behalf of the Board of Directors of,
Abacus Lifestyle Brands Limited

Sunit Kumar Mishra
Managing Director
DIN: 05124540
Place: Lucknow
Date: 10-09-2026

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DIN: 05124534
Place: Lucknow
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Manoj Kumar Srivastava
Chief Financial Officer

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Company Secretary
M. No: ACS47984

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR

For ABACUS LIFESTYLE BRANDS LTD.
DIRECTOR