

NOTICE OF 14th ANNUAL GENERAL MEETING

To,
Members,
Brainbees Solutions Limited

Notice is hereby given that the fourteenth Annual General Meeting of the shareholders of Brainbees Solutions Limited, is proposed to be held at shorter notice on Monday, the 22nd day of July, 2024 at 10.00 a.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2024 together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Paul Davison (DIN: 08457025), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Puneet Renjhen (DIN: 09498488) as Director (Non-Executive & Non-Independent category) of the company

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of the Company and other applicable provisions of the Act and rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Puneet Renjhen (DIN: 09498488) be and is hereby appointed as Director (Non-Executive & Non-Independent Director) of the Company with immediate effect, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorised to sign and file necessary e-forms and such other forms and documents as may be necessary with the Registrar of Companies and make necessary entries in the statutory records and registers of the Company and to do all such acts, deeds and things as may be necessary or expedient thereto to give effect to this resolution."

By order of the Board of Directors
Brainbees Solutions Limited



Supam Maheshwari
Managing Director & CEO
DIN: 01730685

Date: July 17, 2024

Place: Pune

Registered Office:

Rajashree Business Park, Survey No. 338,
Next to Sohrabh Hall, Tadiwala Road
Pune – 411001, Maharashtra

NOTES:

The members may note that as per the provisions of the Companies Act, 2013, physical presence of the members is mandatory in any general meeting to form a valid quorum. However, in view of the various circulars issued by the Ministry of Corporate Affairs (MCA), the Company is allowed to pass resolutions in an Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

The members may note the following points in terms of General Circular No. 14/2020 dt. 8th April, 2020, General Circular No. 17/2020 dt. 13th April, 2020, General Circular No. 22/2020 dt. 15th June, 2020, General Circular No. 33/2020 dt. 28th September, 2020, General Circular No. 39/2020 dt. 31st December, 2020, General Circular No. 10/2021 dt. 23rd June, 2021 & General Circular No. 20/2021 dt. 08th December, 2021 and General Circulars as of December 14, 2021 and May 05, 2022 being the subsequent circulars and the latest being 11/2022 dated December 28, 2022 and the latest being General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as “MCA Circulars”):

- A. The deemed venue for the meeting shall be Registered office of the Company located at Rajashree Business Park, Survey No. 338, Next to Sohrabh Hall, Tadiwala Road, Pune-411001, Maharashtra, India.
- B. The Company will provide the VC / OAVM facility to its members for participating in this meeting. Login details / link for the VC or OAVM will be intimated in due course with detailed instructions.
- C. Facility to join the meeting will be opened 15 minutes before the scheduled time of the meeting and will be kept open throughout the proceeding of the meeting.
- D. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC facility on its behalf and to vote during the AGM.
- E. Designated email id of the Company is gautam@firstcry.com /neelam.jethani@firstcry.com.
- F. Members may pose questions concurrently during the meeting. Alternatively, members may submit the questions in advance to the designated email id of the Company.
- G. Members participating through the VC / OAVM facility shall be reckoned for the purpose of the quorum under Section 103 of the Companies Act, 2013.
- H. Facility of appointment of Proxies by members is not available for this meeting in terms of the MCA Circular. Accordingly, Proxy Form and Attendance Slip are not enclosed hereto.

- I. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- J. All the documents referred to in the Notice and accompanying explanatory statement are available electronically for inspection by the members from the date of circulation of this notice upto the date of the meeting. Members seeking to inspect such documents can send an email to the designated email id provided above.
- K. Members holding shares in electronic mode are requested to intimate any change, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participant(s) or to Registrar and Share Transfer Agent of Company ("RTA") at the following address:

Link Intime India Private Limited
C-101, Embassy 247, 1st Floor,
L.B.S. Marg, Vikhroli (W), Mumbai – 400 083
Tel. No. +91 22 4918 6000 Fax No. +91 22 4918 6060
Email ID: rnt.helpdesk@linkintime.co.in
- L. Members holding shares in physical form are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. immediately to the Company at its registered office.
- M. Since the meeting will be held through VC/OAVM, route map of the venue of the Meeting is not annexed hereto.
- N. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**") in respect of Special Business under Item No. 3 of the Notice, is annexed hereto.
- O. The forms for providing consent of shareholders for shorter notice of the 14th Annual General Meeting is enclosed hereto and the shareholders are required to provide the same prior to the 14th Annual General Meeting (AGM).
- P. In case a poll is required to be cast, members are requested to convey their vote during the meeting at the designated mail id which is gautam@firstcry.com / neelam.jethani@firstcry.com where a poll is required, members are requested to cast their vote on the resolution only by sending emails through their email addresses registered with the Company.
- Q. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID/folio number, PAN and mobile number to the Company's designated



email address at least two (2) days before the date of the meeting so to enable the Company to furnish the information. However members may pose questions alternatively during the meeting. The same will be replied by the Company suitably.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

Item no. 3 Appointment of Mr. Puneet Renjhen (DIN:09498488) as Director (Non-Executive & Non-Independent category) of the company

The Board of Directors had appointed Mr. Puneet Renjhen (DIN:09498488) as an Additional Director of the Company on 10th July, 2024 under Section 161(1) of the Companies Act, 2013. His term of office as an Additional Director expires at the Fourteenth Annual General Meeting of the Company. In the meantime, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Mr. Puneet Renjhen for the office of Director.

The details of Mr. Paul Davison and Mr. Puneet Renjhen with respect to item No. 2 & 3 in accordance with Secretarial Standard on General Meetings (SS 2) is mentioned herein below:

1.	Director Identification Number (DIN)	08457025	09498488
2.	Name (in full)	Mr. Paul Alexander Davison	Mr. Puneet Renjhen
3.	Father's Name (in full)	Mr. Noel Davison	Mr. Shamsher Renjhen
4.	Address	2292 Bay Street, Bay Street, San Francisco – 94123 1822, California, United States	A-301, Vivarea Hindoostan Mills compound, Sane Guruji Marg, Mahalaxmi, Mumbai, Maharashtra, 400011
5.	Age	36 years	46 years
6.	Qualification	<ul style="list-style-type: none"> Bachelors' degree in arts from University of Cambridge 	<ul style="list-style-type: none"> Mr. Puneet Renjhen holds a post graduate diploma in management from the Indian School of Business, Hyderabad, Telangana, India and has also completed a Mahindra universe program from Harvard Business School, Boston, Massachusetts, United States of America.
7.	Experience	He has approximately seven years of experience specifically in technology investing.	He has experience of more than 12 years in M&A advisory and leveraged finance.

8.	Terms and conditions of appointment	Non-executive Non Independent Director, liable to retire by rotation	Non-executive Non Independent Director, liable to retire by rotation
9.	Details of remuneration sought to be paid and last drawn remuneration	Mr. Paul Davison is not entitled to any remuneration, sitting fees for attending the meetings of Board/ Committees.	Mr. Puneet Renjhen is not entitled to any remuneration, sitting fees for attending the meetings of Board/ Committees.
10.	Date of first appointment on the Board	July 15, 2019	July 10, 2024
11.	Shareholding in the company	Nil	Nil
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None
13.	The number of Meetings of the Board attended during the financial year 23-24.	8	–
14.	Other Directorships	<p>Indian Companies: NIL</p> <p>Foreign companies:</p> <ul style="list-style-type: none"> • SVF Holdco (UK) Limited • Retina Finance UK Limited • Retina Finance UK Two Limited • Retina Finance UK Three Limited • 101 St. Georges Drive Management Company Limited • Boston Dynamics, Inc. 	<p>Indian Companies:</p> <ul style="list-style-type: none"> • Sustainable Energy Infra Investment Managers Private Limited • Swaraj Engines Limited • Mahindra Susten Private Limited • Mahindra Holdings Limited
15.	Membership/ Chairmanship of Committees of other Boards	NIL	<ul style="list-style-type: none"> • Member of Stakeholder Relationship Committee - Sustainable Energy Infra Investment Managers Private Limited • Member of Audit Committee – Swaraj Engines Limited • Chairman of CSR Committee and Member of Audit Committee – Mahindra Holdings Limited

**By order of the Board of Directors
Brainbees Solutions Limited**



**Supam Maheshwari
Managing Director & CEO
DIN: 01730685**

Date: July 17, 2024
Place: Pune

Registered Office:
Rajashree Business Park, Survey No. 338,
Next to Sohrabh Hall, Tadiwala Road
Pune – 411001, Maharashtra

Consent by shareholders for shorter notice
[Pursuant to section 101(1) of the Companies Act, 2013]

To
The Board of Directors
Brainbees Solutions Limited

I/We, _____, having address/its registered office at _____,
holding _____ Shares of Rs. ____/- each hereby give consent, pursuant to
Section 101 of the Companies Act, 2013, to hold the 14th Annual General Meeting on July 22, 2024 at
a shorter notice.

<Signature>

Name

<Designation, if applicable>

Dated: _____