



## **“15<sup>th</sup> Annual General Meeting of Brainbees Solutions Limited”**

**September 19, 2025**

### **Management:**

<b>Mr. Supam Maheshwari</b>	<b>- Managing Director, Chief Executive Officer and Chairperson of Corporate Social Responsibility Committee and Risk Management Committee</b>
<b>Mr. Sanket Hattimattur</b>	<b>- Non-Executive Director</b>
<b>Mr. Puneet Renjhen</b>	<b>- Non-Executive Director</b>
<b>Mr. Gopalakrishnan J</b>	<b>- Independent Director and Chairperson of Audit Committee</b>
<b>Ms. Sujata Bogawat</b>	<b>- Independent Director and Chairperson of Stakeholders Relationship Committee</b>
<b>Ms. Bala C Deshpande</b>	<b>- Independent Director</b>
<b>Mr. Neeraj Sagar</b>	<b>- Independent Director and Chairperson of Nomination and Remuneration Committee</b>
<b>Mr. Gautam Sharma</b>	<b>- Group Chief Financial Officer</b>
<b>Ms. Neha Surana</b>	<b>- Company Secretary and Compliance Officer</b>

**Neha Surana:**

Good Evening, ladies and gentlemen.

I am Neha Surana, Company Secretary and Compliance Officer of Brainbees Solutions Limited.

On behalf of the Board of Directors and Management, I extend a very warm welcome to each of you to the 15<sup>th</sup> Annual General Meeting of the Company being held today, September 19, 2025 at 04:00 P.M. IST through Video Conferencing. We appreciate your participation and continued support.

Now, I take privilege to introduce Board of Directors and Chief Financial Officer of your Company. We have with us:

Mr. Supam Maheshwari, he is Managing Director, Chief Executive Officer and Chairperson of Corporate Social Responsibility Committee and Risk Management Committee of the Company;

Mr. Gopalakrishnan Jagadeeswaran, he is an Independent Director and Chairperson of Audit Committee of the Company;

Ms. Sujata Bogawat, she is an Independent Director and Chairperson of Stakeholders Relationship Committee of the Company;

Mr. Gautam Sharma, he is Group Chief Financial Officer of the Company.

Mr. Neeraj Sagar, Independent Director and Chairperson of Nomination & Remuneration Committee, Ms. Bala C Deshpande, Independent Director, Mr. Puneet Renjhen, Non-Executive Director and Mr. Sanket Hattimattur, Non-Executive Director of the Company, couldn't attend the meeting due to other pre-occupations.

With the permission of the Board, Mr. Supam Maheshwari, is now been appointed as the Chairperson of this meeting.

This AGM through video conferencing is being held in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. Further, all efforts have been made by the Company to enable members to participate and vote on the items being considered in the meeting.

As the meeting is being held through video conferencing mode, physical attendance of shareholders has been dispensed with, and the requirement of appointing proxies is not applicable.

The shareholders participating in this meeting through video conferencing are reckoned for the purpose of quorum and accordingly I wish to inform you that the requisite quorum is present for the meeting.

The Company has provided the facility to its members to exercise their right to vote through remote e-voting as well as e-voting during the meeting. The process of e-voting is already explained in detail in the notice of the AGM.

The Register of Directors and Key Managerial Personnel and their shareholding, Register of contracts with related party and contracts and Bodies etc. in which directors are interested and the Certificates received from Secretarial Auditors of the Company certifying that the Company's employee stock option plans have been implemented to the extent applicable in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are available for inspection electronically during the AGM. Members, who wish to

inspect such documents, may write to us at [companysecretary@firstcry.com](mailto:companysecretary@firstcry.com).

The representatives of Statutory Auditors and Secretarial Auditors and Scrutinizer have joined the meeting through video conferencing and are available to answer your queries, if any.

As per Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its members from Monday, September 15, 2025, from 9:00 A.M. (IST) till Thursday, September 18, 2025 upto 5:00 P.M. (IST). For those members who have not cast their votes through remote e-voting, the facility of e-voting is available during the meeting.

The Board has appointed Mr. S. Samdani or failing him Mr. Suresh Kumar Kabra, representatives of M/s. Samdani Shah and Kabra, Practicing Company Secretaries, as the scrutinizer for conducting the e-voting process in a fair and transparent manner. The voting results along with the Scrutinizer's Report will be submitted to the Stock Exchanges and will be uploaded on the websites of the Company & NSDL not later than 3 days of the conclusion of the AGM.

With your permission, the Notice of the 15<sup>th</sup> Annual General Meeting, along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2025, as already circulated to the members, is taken as read. The Statutory Auditor's Report and the Secretarial Audit Report do not contain any qualifications, observations or adverse remarks. Hence, these are also taken as read.

I now request Mr. Supam Maheshwari, Chairperson of this meeting, to continue the proceedings of the meeting.

**Supam Maheshwari:** Thank you, Neha. Good evening, everyone. It gives me immense pleasure to welcome you all on the 15<sup>th</sup> Annual General Meeting of Brainbees Solutions Limited. On behalf of the Board and the management, I extend our gratitude for your time, trust, and continued support. Based on the shareholder login data, I confirm that the quorum is present and declared the meeting open. As you are all aware, we organize our business in four segments, which includes India multichannel, international, GlobalBees, and others. Before we talk about the performance for our consolidated Company and each of the business segments for the financial year ending March 2025, I would like to share some thoughts on the industry, and talk about the size of the opportunity that each of the business segment presents. Despite the global uncertainty over the past few quarters, India continued to demonstrate structural resilience in FY 2025. Indian consumption and retail landscape in FY 2025 was marked by a complex mix of challenges, including erratic weather conditions, delayed and truncated winter, fluctuating input costs, and general softness in consumer sentiment. While retail spending witnessed some softness, particularly in urban centers, India's long-term fundamentals remain intact. We strongly believe that the government's interventions, including income tax and GST reforms, will certainly improve the disposable incomes and support household consumption over time. This coupled with India's structural advantages in the form of rising per capita income, rising affluence, rapid urbanization, and digital enablement, are laying the groundwork for significant surge in the consumer spending over medium to long run.

Now we will talk about India's childcare industry. India is world's capital of babies and kids. India is home to one of the highest birth rates worldwide, with 16.3 births per thousand people, representing nearly 1.5 times the rate of developed economies. India welcomes around 25 million babies each year, which is more than the population of many countries. Approximately 21% of India's population, which is more than 300 people fall between 0 to 12 years of age group, making India one of the largest child kids demographic. However, childcare product spending in India remains at a nascent stage compared to global benchmarks. As per Redseer, annual spend per child on childcare products in India stood around Rs. 9,300/- which is significantly lower than countries like US, UK, UAE, and even emerging markets such as Kingdom of Saudi Arabia and China. The spending is expected to rise owing to the rising disposable income, increase in tech-savvy, brand-conscious customers, and rising awareness around child's health and wellness. The spend per child on childcare product is projected to almost double from the current levels and to reach around Rs. 18,000 by FY 2029 as per the Redseer report. Although India childcare product market, just like retail and consumption market, witnessed some slowness in the growth in last few quarters, the market is expected to grow at a healthy pace of 12% to 14% CAGR till FY 2029 to reach around close to Rs. 5,300 billion in overall size. Important point to note is 84% of Indian childcare product market currently remains unorganized and it presents a massive opportunity to the organized sector and especially players like us to steadily gain ground as per capita income and awareness around child health increases.

Further on supply side, apart from health and food categories, the brand penetration in childcare market has been very limited. More than two-thirds of the market comprises of apparel, and there are hardly any

other domestic and international scaled, durable, trusted brands that have really been created in the childcare subcategory. This scarcity of childcare product-focused brands across multiple categories has resulted in limited assortment, less personalized product offerings, lack of democratized access to childcare-related information, and often poor product quality. This presents a massive opportunity to branded players, especially brands like us, platforms like us, to keep innovating, plugging product quality and pricing gaps in a highly fragmented market and gain a massive share of the market.

Now moving to Kingdom of Saudi Arabia and UAE markets both these markets present compelling opportunities backed by favorable demographics and significantly higher per capita child spends, ranging from 7 to 18 times that of India. Kingdom of Saudi Arabia represents the largest childcare product market in GCC and is predicted to reach around Rs. 660 billion by FY 2029, as per Redseer. Similarly, the childcare product market in UAE is also projected to reach around Rs. 260 billion by FY 2029. Growth in both of these geographies will be driven by deeper e-commerce penetration, enhanced awareness around child health and safety, and the availability of extensive range of high-quality products on digital platforms. Both these markets attracted new horizontal e-commerce player in the last few quarters, which led to a heightened levels of marketing and discounting in the region. However, we believe strongly that these players will help in increasing the e-commerce penetration in these geographies, which over the medium to long term, will benefit vertically focused players, especially in categories like childcare, which require razor sharp focus on curation, customer experience, and solving the parenting needs of new age customers. This is exactly similar to the industry dynamics that we witnessed in India around 2015 to 2017.

Now we move to India preschool market. India's preschool landscape, which comprised of an estimate 1,65,000 preschools in FY 2024, is projected to reach around 2,65,000 preschools by FY 2029, as per RedSeer. Growth has been historically driven by rising demand for early childhood education and increased awareness among parents. These levers will continue to drive the significant expansion going forward as well as the surge is backed by changing urban fabric, more nuclear families, more working parents, greater disposable incomes. These factors are driving up demand for quality early education and reliable childcare options. Further, per-capita spend is also estimated to increase due to premiumization of the market. The preschool market in India is projected to grow around at a CAGR of 13% to 15%, reaching to around Rs. 640 billion by FY 2029.

Now moving to India, D2C market. This sector has evolved into one of the fastest-growing segments of the overall retail ecosystem, propelled by the rise of digital infrastructure, growing internet penetration, and a shift in consumer preference towards direct and personalized experiences. New-age digital consumers are increasingly gravitating towards the brands that offer curated, category-specific products, competitive pricing, and direct engagement models. While India's branded products retail market was valued at approximately Rs. 15 trillion in FY 2024. Within the broader market, emerging and Independent D2C brands within a digital-first retail approach recorded sales of approximately Rs. 635 billion in FY 2024. This is expected to grow at a CAGR of more than 25% over medium to long run.

Over the years, our business has become increasingly diversified and has enabled us to cater to massive and growing TAM. The total



addressable market for our consolidated business across childcare products in India, Kingdom of Saudi Arabia, UAE, preschool market in India, and across D2C markets, which we cater via GlobalBees, was estimated at approximately Rs. 4,000 billion in FY 2024 and is projected to grow at a robust CAGR of 11% to 13% to reach around Rs. 7,000 billion by FY 2029.

Now we will talk about the consolidated business performance for each of our business segments for the financial year ending March 2025.

We are very happy and proud to report that we closed FY 2025 with a steady top-line growth, improved gross margins, and greater operational efficiency across verticals. Consolidated revenue from operations for the year grew by 18%, reaching Rs. 76,596 million. Gross margins for the consolidated business improved by around 160 BPS and adjusted EBITDA increased by around 43% year-on-year to reach to Rs. 3,935 million. Loss after tax reduced to Rs. 2,648 million compared to Rs. 3,215 million in FY 2024. Improvement in gross margin was mainly driven by a stronger mix of home brands, optimization of category mix and economies of scale. Adjusted EBITDA margins also strengthened, reflecting more mature unit economics in our India multi-channel business and disciplined financial management across all other emerging segments.

Now we will talk about each of our business segments individually. We will start with the India multi-channel segment, which is our core business segment and has been the oldest. Revenue from this segment witnessed a 15% year-on-year growth, stood at Rs. 52,785 million in FY 2025. Adjusted EBITDA from this segment grew by 24% year-on-year, stood at around Rs. 4,997 million. Importantly, this segment turned PAT

and free cash flow positive for the full year FY 2025, which is an important milestone for all of us.

Our multi-channel platform operates at a deeply integrated ecosystem, provided unmatched convenience and reach. In FY 2025, we crossed 10 million annual unique transacting customers and expanded our modern store network to more than 1,150 stores, which includes both COCO and FOFO format stores, 78% of our GMV is generated from online operations, while 22% is generated from offline network. The growth trajectory that we have witnessed mirrors strong consumer engagement and deeper synergy across both online and offline formats, which is very unique to the childcare industry. This was also evident from the fact that 38% of the GMV generated by top 20 cities in India in FY 2025 was from cross-channel customers, that is, customers transacting both online and offline.

In FY 2025, we retailed over 1.6 million SKUs across multiple brands, ranging from high-quality domestic, international brands, and our home brands. Our platform addresses mothers, babies and kids needs from nine months before birth up to 12 years of age of the child. With an extensive assortment across categories including apparel, footwear, toys, baby gear, nursery, personal care, hygiene essentials and others. Baby and kids fashion, which includes apparel and footwear, was the largest category for us and contributed to almost 52% of the India multi-channel GMV. Other categories such as consumables, baby care, nursery, toys, etc. contributed to remaining 48% of our India multi-channel GMV.

We continue to strengthen our portfolio of home brands, each of which is thoughtfully developed through extensive market research to address

product and pricing gap in a very highly fragmented market. Some of our key home brands include Babyhug, Baby Oye, Cute Walk and Pine Kids. Contribution from our home brands to India multi-channel GMV has consistently increased over the years. Home brands contributed to nearly 37% of our India multi-channel GMV in FY 2020, which increased to 55% plus in FY 2025. Our home brands not only curate products that enhance customer choice and deepen brand loyalty, they also drive stronger and superior margins. In FY 2025, we also expanded our partnership with hospitals, maternity clinics, delivered more than 2.5 million Firstcry branded gift hampers, which enabled our reach to roughly 10% of new births in India through this initiative. FY 2025 also marked selective store rationalization with the closure of a few COCO stores. This was the first time in our history we closed any COCO store since our COCO store journey started only a few years back. These decisions were guided by a long-term view on capital efficiency.

Further, for the past few months, we have also done experiments around our last mile logistics. In a few cities, we have started working with local logistics partners, leveraging our own tech infra to further improve the last mile experience and provide faster delivery to customers. We are quite happy with the response that we have received in these few cities, and we endeavor constantly to increase and expand our initiative into many more cities. Going forward, we remain committed to deepening our India multi-channel presence and expanding our reach both online and offline, while continuously and consistently expanding our margins.

Now we will talk about our international business segment. We strategically expanded our international presence with the launch of our operation in UAE in October 2019, followed by the launch in Kingdom of

Saudi Arabia in August 2022. We are replicating our proven India playbook and are well positioned to unlock the long-term growth across these high potential geographies. This is evident from the fact that the gross margins which we achieved in India multi-channel in the 7<sup>th</sup> year of our operation, we have achieved the similar gross margin within four years of our operation in international markets and the gross margin will continue to improve as the home brand mix and the category mix evolve in these geographies. As the leading specialist online mothers, baby and kids product platform in UAE and Kingdom of Saudi Arabia, we have successfully established a trusted brand presence across these geographies. Our diverse portfolio, comprising thousands of SKUs across multiple domestic and global brands, and our home brands, span key categories including apparel, clothing, footwear, baby gear, nursery essentials, diapers, toys, personal care products, etc. FirstCry Arabia mobile applications tailored for this region have achieved significant adoption of app download, serving consumers in both English and the local language in both the geographies. In FY 2025, we witnessed a 14% year-on-year growth in revenue from operations from international business, which stood at around Rs. 8,586 million, while reducing the adjusted EBITDA loss from 18.5% in FY 2024 to 16.3% in FY 2025.

Going forward, we will continue to expand our presence in both these geographies in a very sustainable manner. We are very happy to report that we have also taken a step towards becoming an omni-channel player in our international business segment by opening our first store in Riyadh last month. Going forward, we remain committed to replicating our proven India playbook, to achieve sustainable growth and gain market share in both these markets.

Moving to GlobalBees business segment, GlobalBees represents our strategic venture into rapidly growing D2C ecosystem as a leading house of brands. The business was created to harness the rising consumer preference for digital-first brands across diverse categories. GlobalBees acquired and invested in promising brands till September 2022. Its marketplace-led approach, supported by extensive warehousing infrastructure, data-driven insights, allows it to innovate and scale these brands efficiently. In FY 2025, GlobalBees witnessed a 30% year-on-year growth in revenue from operations to reach to Rs. 15,777 million. Adjusted EBITDA increased by 9 times and stood at Rs. 221 million. The growth in the business was primarily led by the growth in core categories, which include home improvement and utilities, home appliances, health and personal care, and lifestyle and accessories. These core categories demonstrated adjusted brand EBITDA, pre-corporate expense of 7.5% in FY 2025, demonstrating the healthy profitability profile for core categories. Management of the GlobalBees will rationalize portfolio of other brands, which are loss-making in FY 2026 and we strongly believe that this business will continue to deliver superior profitable growth for many years to come.

Moving to our fourth business segment – ‘Others’, which includes asset-light, primarily franchisee-based pre-school chain under the brand name ‘FirstCry Intellitots’. Intellitots aim to address preschool requirement by providing quality preschool education to babies, toddlers and kids. Intellitot's Early Learning Centers cater to children aged from one to six years. In FY 2025, we expanded our presence to 363 preschools across 150+ cities and had a base of 18,470 enrolled students. This segment witnessed 27% year-on-year growth in revenue and stood at Rs. 425 million and had adjusted EBITDA of 24% adjusted EBITDA margin in FY 2025.

To conclude, we are building Firstcry and all the business segments for the long term, anchored in sustainable growth, operational excellence and customer trust. Our journey is just beginning in many markets and the opportunities ahead are immense. On behalf of the Board and the management, I thank all our shareholders, partners, customers and employees for your unwavering support. Together, we are shaping the future of childcare retail. Thank you very much for giving me this opportunity to speak and share my thoughts on behalf of our Board and management. And now I request Ms. Neha Surana, Company Secretary and Compliance Officer, to take over the proceedings from here. Thank you once again.

**Neha Surana:**

Thank you, Chairman. We will now take up the resolutions as set forth in the notice. We will open the floor for any questions by Members after all the resolutions are tabled. Accordingly, I will now read out the resolutions.

**Ordinary business:**

1. A. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.  
B. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.
2. To re-appoint Mr. Sanket Hattimattur, as a director, who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

3. Approval for change in designation of Mr. Sanket Hattimattur from Executive Director to Non-Executive Director of the Company.
4. Appointment of M/s. Samdani Shah and Kabra, Practicing Company Secretaries, as Secretarial Auditors of the Company.
5. Approval for the payment of remuneration to Mr. Supam Maheshwari, Managing Director and Chief Executive Officer of the Company, for the period from April 01, 2026 to March 31, 2029.

Before the commencement of the question and answer session, we sincerely thank all shareholders who have requested to register themselves to speak at today's AGM. However, due to time constraints and the large number of request received for speaker registration, we regret that we were unable to accommodate every request. For members who are not able to speak at the meeting, we request them to share their queries at [companysecretary@firstcry.com](mailto:companysecretary@firstcry.com). We will address the same in a timely manner.

I would now like to request registered speaker shareholders to ask questions or share their views related to the matters relevant to the agenda of the AGM. Given the paucity of time, I request all the registered speaker shareholders to take two to three minutes to ask their questions and keep them concise.

I will announce the names of speaker shareholders one by one. I would request you to please keep your video on while speaking. However, in

case of any issue with the internet connectivity or the bandwidth at your end, you may switch off your video. Kindly note that the answer of the queries raised by the shareholders will be replied by the management after questions from the speaker shareholders are over.

Our first speaker shareholder is Ms. Aditi Abhyankar

**Aditi Abhyankar:** Good evening, respected Chairman, Board of Directors, Company Secretary and my fellow members. I am Aditi, from Mumbai. My sincere thanks to Company Secretary Ms. Neha and her team who sent me the annual report very well in advance and allowed me time to speak. The annual report was very informative and it was an excellent annual report. However, I have a few questions for the team. Firstly, what would be the impact of the recent GST rate reduction on the business? What percentage of our products will get benefited from this? My second question is with respect to the much talked about US tariffs, So how will we protect our business from any US tariffs that may come into place and whether it would impact our business? And my last question is about the fire incidents which were recently reported. Was there any loss that the Company incurred and what was the quantum of the loss? Further, are there any steps taken to ensure safety at the workplace? So these are my three questions on GST, US tariffs and the recent fire incident. I again sincerely thank Ms. Neha, the Company Secretary who allowed me this opportunity to present my questions. Thank you.

**Neha Surana:** Thank you. Our second speaker shareholder is Ms. Neelam Khator.

**Moderator:** Ma'am request sent to you. Please unmute the mic.

**Neelam Khator:** Yes, one minute. Hello.



**Moderator:** Yes Ma'am we are able to hear you. Go ahead.

**Neelam Khator:** Hi, I am Neelam Khator. Good evening and namaskar to all the members, including MD, Board members, Company Secretary, and team, myself, Neelam from Jharkhand. I have a few observations which I love to share with the entire team. But before that, as this is our first interaction, I wish the entire team and all the stakeholders of our Company a very happy and prosperous future. Coming to a few observations that I have, why are we not only focusing on India business, which as you mentioned, is our core business? Why do international and global segments, which are not even generating profits for us? And my second question is, when can we expect all business segments to become profit center? How much more investment will we continue to do in both these segments? My two questions is there. Thank you for choosing me as a speaker to all the members.

**Neha Surana:** Thank you. Our third speaker shareholder is Ms. Celestine Elizabeth Mascarenhas.

**Celestine Elizabeth Mascarenhas:** Hello, am I Audible?

**Neha Surana:** Yes

**Celestine Elizabeth Mascarenhas:** Thank you Ma'am.

Respected Chairman of today, Mr. Supam Maheshwari, other esteemed Directors on the Board, my dear fellow shareholders in this VC, I am C. E. Mascarenhas. First of all, I thank very much our Company Secretary, Neha Surana, and her team for sending me an annual report and also

registering me as a speaker at my request and also giving me this platform which was quite easy to operate. Thank you so much, Secretarial team. Annual Report is full of information, facts and figures, pictures, very good pictures, self-explanatory, adhering to all the norms of corporate governance. Our working is good, good market capitalization. I congratulate you all for all the awards and accolades received and especially for the IPO, which was overwhelmed, subscribed by the Indian investors, being the first such type of IPO, listed on our bourses, there should be some celebration. Now our good business opportunity is there, especially before pre-born and small children and all. I think this is a very good business and in the corporate sector, I feel we are the unique Company. Do we have any competitor in India in this sector? What is our market share? How many stores we have in the urban and rural and how many more to be added? Next question is, how much is digital business to total offline business? Now, we export to UAE, biggest in the GCC, how much margins we get in these exports? Do we have any export to USA? If so, how we will be handling the 50% Trump tariff? Total number of employees, male, female, average age and attrition. How much will be the capex requirements for the next three years for organic and inorganic growth? Lastly, but not the least, future roadmap for the next five years, which vertical will be the growth engine vertical or verticals? Because we are in so many newborn babies, clothes, toys, maybe the small children's book, so which verticals will be the growth engine along with good margins? With this, I support all the resolutions. I wish my Company all the best and especially I wish the entire team of Firstcry very good health as health will give good wealth. With this, I thank you so much and Namaskar.

**Neha Surana:**

Thank you. Our fourth speaker shareholder is Mr. Rajiv Gupta.

**Rajiv Gupta:** Hi, Good evening. Nice to see all of you in good health and spirit. I am Rajiv Gupta from Dubai, a shareholder in this Company. Thank you for taking my questions and sending me Annual Report in advance. I have few questions especially on the profitability. So first thing is, looks like the entire reduction in losses after tax is due to the increase in other income. When will the Company become PAT positive? and do you believe the Company will be able to book profits without depending on other incomes? and the second question is related to technology. Are we using AI in our business? And what are the plans to grow this in next three to five years? And how much profitability we can expand because of using AI in the business? Thank you very much.

**Neha Surana:** Thank you. Our fifth speaker shareholder is Mr. Yash Pal Chopra.

**Yash Pal Chopra:** Am I Audible?

**Neha Surana:** Yes

**Yash Pal Chopra:** Myself, Yash Pal Chopra, shareholder from Delhi. I am a shareholder since IPO. I was having a great, great fascination for this product.

**Neha Surana:** Sir you are not audible.

**Yash Pal Chopra:** So I am saying that I am proud of the management and have been a shareholder with the IPO. And I would like to congratulate the management that their IPO was heavily subscribed. And even the listing price of the IPO was very nice. The share had gone up to Rs. 760. I like the Company and the product so I stuck to that, even at that price I did not sell my share and when it fell to below 300 I did not sell it because I

know the product is in fact of very vital importance. The product begins with child care this is a very important concept. This concept was not at all in our times and at this time when we see that child caring is one of the most important project for our parents. So I feel very much proud of. I feel that in our times, there was the concept of only reaping, reaping, reaping. There was no concept of harvesting at that time, but now the times have changed. And now this is a blissful Company for those persons where both parents are working parents. So our Company is doing a noble, noble, noble job of just protecting the childhood of the children and just giving them the education even at the child infancy level and even from this preschools and all that thing. So I know that the Company is so far not only in profit, but I know that within the next two, three years, the Company may come to profit because now there is going to be change in the outlook of the people and with the demographic growth, we are bound to get a big market. Then, with the rise in per capita income of the consumers, I can say the liquidity offered by our finance minister in the money market so that is consumer friendly. So that will also give a boost. And then the lower rate of interest by RBI that is also one of the booster element for this, but Sir I have just one big risk for the Company that is a concept of the late marriage and the concept of marrying after 30 years and then not having the child even up to 35 and 40 years so that is a main risk that if the people's thought just go in that way. Where will our Company stand? Then we will have to diversify our Company. Sir, the second thing is that on just going through your book of 362 pages, I have read that you had opened some sales units and stalls what you call the selling units but you had to just close those after some time. I would ask the management just to think before opening a shop over there. You should give equal importance to the market research, not only the marketing people even the market research is essential before opening a unit over

there because there is no fun that they open it and spend the money and wait for the clients and then close it so just a little bit careful about that thing. Sir as you are having or may concurred UAE, KSA this is a very, very big thing. So just keep it up and have an intensive marketing over there because at least so long we are waiting for in our own country, at least we are having a support over there. And next which is very important point that go for the indigenous products, go for the homemade products from India, because then there you will be getting a big margin, and that will definitely get us on the profit list and all that. So I can speak a lot, but I just want to contain it over here but before that, I would like to thank our Company Secretary, Madam, and our CFO, Gautam Sir, and our MD Mr. Maheshwari Sir for getting me a chance to speak but before that I will pray God for the positivity for the Company because that is the need of the hour, positivity means the strength of the Company and strength of the Company means my investment, but at the same time I will just say that you should also think of taking the blessings of the speakers. And for that, no festival is complete without a return gift. And AGM is a festival of the shareholders. And you must keep that in mind that having a blessing of all those persons, our coparceners and all that is equally important. And you must keep that in mind so best of luck to you. And enjoy your upcoming festivals with your families in a safe and healthy health, though I am this time not happy as I lost my wife last month. No problem that was God's will. So I bless you all from the core of my heart, from the top to the last friend of the organization. Thank you.

**Neha Surana:**

Thank you. Our Sixth speaker shareholder is Ms. Shailja Biyani.

**Moderator:**

The speaker shareholder is not connected. We can move to the next speaker.

**Neha Surana:** Our seventh speaker shareholder is Mr. Manoj Kumar Gupta.

**Manoj Kumar Gupta:** Hello

**Neha Surana:** Yes Sir you are audible.

**Manoj Kumar Gupta:** Good afternoon, a respected Chairman of the meeting, Board of Directors, fellow shareholders. My name is Manoj Kumar Gupta. I am a shareholder of Brainbees Solutions Limited. Could not see your MD either he is present or not. I could not see your MD. How is your system I don't know but okay anyway. But I thanks to you and your team to help us to join this meeting through VC. Even that I have got yesterday call about my speaker number and everything. And I am happy to hear the speech of our MD who is chairing the meeting today. He says 20 to 22 million children birth every year but as per the government record, 25 to 29 million childrens take birth every year. UAE his target that 260 billion by 29 and Saudi 660 billion by 29. So what's your expectation return on that turnover from the UAE and Saudi? and today, people have lost money from IPO price because you have issued the price of 460 and today is the 390 and below that gone 359. So when the Company will go up and when the investors will get return on their investment? When do you expect the Company will be back to pay to the employees and the investors? 84% market is captured by unorganized that I totally agree with the MD that he has covered this thing because I reside in Calcutta, when I go to market I will find that 0-2 years, I find 80% products are from the unorganized, so how you face this challenge from the unorganized sector? because your brand is very popular, your products are very popular because I have purchased your some products to give a gift to my relative in Bilaspur and in Calcutta,

products are very excellent. Why are you not looking to increase the market share and face the challenge and why you determined to 0-12 years, why not 0-16? now the government has also increased the age gap. So why you determined up to 0-12? Why not 0-16 that you should launch some product up to 0-16? And young generation prefer branded product. Jo bhi naya generation hai aur newly wedded couple hai aur wo agar parents bante hai to wo branded product like karte hai aur iss segment mei kafi challenge aa gaya hai abhi Tata's bhi aa gaye wo Westside ke ander aur Zudio ke ander aur kafi cheezo mei wo aa gaya hai aur abhi Reliance bhi aa raha hai to aap usse kaise challenge face karenge branded product ke ander? Toxic aur non-toxic mei aap kaise difference laaenge Toxic or non-toxic Kyuki people prefer non-toxic? Fire incident was already covered by first speaker so I will not go and what is your plan for Eastern part of the country like Bengal, Bihar, Odisha, Jharkhand and northeastern parts like Assam, Meghalaya, Tripura. These states are growing. Ab jo na dekho Neha Madam, abhi paise kharchne ki will bohot badh gayi hai ab young generation pehle wala nahi raha ab wo kamate hai kharchte hai husband wife dono kamate hai kharchte hai aur wo apne bacho ko khushhal jeevan dekhna chahte hai to uske vishay mei aap socho ki kuch achhe showroom aise exclusive showroom different part of the country mei chahe Tier I, II, III, IV cities mei laaye, jisme ki Firstcry ka pura product mile aur wo achha product hai. Aur kuch Hospitals se tie up kariye jitne renowned hospitals hai Delhi, Bombay, Calcutta, Madars mei ki unke waha jo maternity hoti hai dekhiye insab aspatalo mei bade aspatalo mei high profile jate hai to wo ek card aapka de ki bhai bacho ke products chahiye na. Jaise abhi log na abhi Johnson ka maal product use karna band kar diye hai. Ab wo Himalayan ka use karte hai. To uss segment mei aaiye ki kuch hospitalo se tie-up karke wo aapke ek card de ki aapne agar bache ka 0-12 years ya 3 years agar use karna hai to waisa jo hai aap Firstcry store se le sakte

ho ye sab saaman ye store ka address hai aur ye cheeze hai. To usse tie up mei jaiye jisse ki aapko bhi fayda hoga. Abhi bohot si companiya abhi jaise Himalayan wale ne kia wo apne chote chote kit jo hai na newly born baby ke liye mother ke pass bhej deta hai usme chota powder aur tel rehta hai. Aap free of cost mat distribute kijiye but ek card system kijiye ki jisse ki aspatal aapki product ko bata sake newly parents ko. When do you expect to cover the loss? GST abhi jo humare manniye pradhan mantri ne aur vith mantri jo abhi pure Bharat mei bata rahi hai ki ye jo next gen GST reform hua hai usse kitna impact aaega? Dekhiye Company ko koi impact nai aaega dekhiye log jo bolte hai Company ko fayda hua Company ko to GST charge karna hai consumer mass consumer ko fayda hoga isme jo mass consumer uska kya impact aaega ye bataiye? and I strongly support all the resolution and I thanks to you and your team especially that you take care of the small shareholder and you kept and teach me the shareholder. You have given a very excellent balance sheet to the shareholder, informative balance sheet to the shareholder. If possible, give some discount coupon to the shareholder that they can buy your products and give a gift to their one on the new arrival of their someone family. Try to consider a gift. I will not ask you that a celebration will not be there without giving any return. But, I will suggest you if the gift you will give, the sale will boost and turnover will boost. Thank you.

**Neha Surana:** Thank you. Our eighth speaker shareholder is Mr. Manjit Singh.

**Manjit Singh:** Am I audible?

**Neha Surana:** Yes



**Manjit Singh:**

Company ki management team, secretarial team aur my co-shareholders, mein sabhi ka swagat karta hu. Good evening Sir aur Madam dono ko ji. Jis tarah se aap chala rahe hai iss Company ko aane wale time mei aapko achaa business mile iski hum aapse umeed rakhte hai. Sir IPO ke baad jin countries mei hum vyapaar karte the unse badhkar abhi kuch aur humne nai joda hai. Jaise India, Saudi Arab, UAE jaha b aap karobaar karte the abhi wahi hum karobar kar rahe hai. Aane wale time mei kuch expansion hai kuch aur desho mei kuch aur countriyo mei jo hum apna vyapaar karenge? aur 140 Crore ka jo desh hai humara uske hisab se aapke store abhi limited he kahe jaenge. Aane wale time mei aur shehro kasbo ya jaha tak logo ki pahuch sake jo aapka naam hai Firstcry wo brand jo hai usko mashoor karne ke liye kuch advertisement ka kya rahega aage time mei future? Thoda aap iss baare mei bataiye. Child hospital ke pass ya waise kuch mobile par hum aane wale time mei kuch advertisement ke liye karenge thoda aap iss bare mei bataiye. Abhi jaise festival season hai aage, to humari order book usse kuch badhti hai? Ye jo ek quarter ke result hum de chuke hai dusra quarter chal raha hai aage wedding season aur festival season hai usme humara kuch order book badhti hai? Kis tarah se rehti hai aage ki order book thoda uss bare mei aap bataiye. Aur jaise desh mei hum kaam kar rahe hai garmi bhi padti hai aur sardi bhi padti hai aur jo aapke products hai wo summer ke mukable winter mei behad jyada usable hai to aage winter ke liye humari kya tayari hai? Aur samaj badalta hai, desh badalta hai, logo ki soch bhi badalti hai to uss hisab se hum product ke ander jo apna total income hai uska research and development par kitna karcha karte hai R&D par thoda aap iss bare mei agar hume vishleshan denge to Company ke bare mei hume aur knowledge milegi. Baki humara vyapaar, humara share, share bazar ke ander listed hai jiska BSE ka code 544226 aur symbol Firstcry hai jiska pura maan samman karte hue secretarial department ne valentine balance sheet banai hai aur humare

ko Board ke saath joda hai. Unko bohot bohot dhanyavaad. Aage aane wale time mei aapko achaa vyapaar mile aur ye jo sham ka sama humne aapke saath saanja kiya hai ye humari investment ko aur majboot karega. Ye aapke remark se aapne jo hume bataya Company ke vartmaan aur bhavishya ke baare mei use aasha jalki hai. Thank you for the management team, thank you for the secretarial team.

**Neha Surana:** Thank you. Our ninth speaker shareholder is Mr. Saatvik Maheshwari.

**Saatvik Maheshwari:** Hi, good evening everyone. This is Saatvik from Delhi. At the outset, I would like to extend my congratulations to you and the entire team for a commendable performance delivered in financial year 2025. And I sincerely wish continued success in the years to come forward. I was, however, expecting an offline meet for the AGM. I just wanted to get your thoughts on whether you focused on keeping the AGM online or were you having a thought to keep it at a hybrid model for a wider participation? In addition to this, I would like to ask since the IPO, the prices of the stock has declined significantly, any specific reason behind this declining trend and when can we see a growth in the shares prices? And the last point would be, I know the prices are growing, the profits are growing, when can shareholder expect dividend distributions out of the profits? Those are the three points which I would like to hear from the Board. Thank you.

**Neha Surana:** Thank you. Our tenth speaker shareholder is Ms. Susheel Arora.

**Moderator:** Sir, request sent to you. Please unmute the mike.

**Susheel Arora:** Hello, Sir meri aawaj aa rahi hai?

**Neha Surana:** Yes

**Susheel Arora:** Hello. Mein Susheel Arora from Faridabad se bol rahi hu. Respected Chairman, Board of Directors and fellow shareholders mera sabko namashkar aur mein sabka swagat karti hu. Aur mein dhanyavaad deti hu ki aapne mereko AGM mei bolne ka mauka diya. Waise to shareholder bhaiyo ne bohot kuch kaha hai usme mere sare questions hai aur unhi se related the. Manoj Kumar Gupta ji ne kafi achaa bola hai, unse related he mere questions the. Usme bohot kuch kaha hai to unse related he questions hai. Ek to hum ne ye puchna hai ki jo GST ka kya humare uppar fark padega jo 22 tarik se hone ja raha hai humare product pe? Aur aapne hume ye book mili hai book bohot bani hui hai bohot achi hai aur Chairman sahab ne bohot achi speech di hai bohot achaa knowledge dia hai. Humari Company jo hai bohot achaa grow kar rahi hai aur hum yahi dua karte hai ki achi grow karti rahe. Lekin ek baat hai ki iska jo price tha humare shareholder bhaiyo ne bola bhi hai ki jo IPO price tha 465 tha aaj ki date mei kam hai to thoda ispe dhyan diya jaaye. Aur Madam mein yai chahti hu ki aapke jo products hai wo bohot achee hai humne use kiye hue hai bacho ke liye gift ke liye aur thoda reasonable agar rate ho to baki jo aam janta bhi kharid sake thoda mehnga bhi hota hai. Baki hum yai kehna chahte hai ki ye products aap discount pe shareholders ko kuch de 50% discount to aur jyada achaa hoga. Aur aaj kal jo aane wale festival hai unki mein mubarakbaad deti hu aur mein jyada waqt nahi lungi kyunki jyada time ho gaya kyunki sare shareholder bhaiyo ne bohot kuch keh diya hai ussi mein humare question the. Thank you Ma'am.

**Neha Surana:** Thank you. Now I would request Chairman to address the queries of shareholders.

**Supam Maheshwari:** Sure, Thank you Neha. Thank you everyone. I have noted all the 10 participants who have asked questions. So first of all, very sincere I would say appreciation of your understanding of the business. And having read our Annual Report that has been sent across to you, most of the questions that we heard are very relevant. So I will go through some of the questions and answers as well. So first most repetitive question that came up around was impact of GST. So I would like to share on this forum to all shareholders that yes, on 21<sup>st</sup> night, 12 o'clock, we will implement the change as Government of India has notified. Approximately quarter of our business will get impacted with lower GST rates either from 12 to 5 or 18 to lower, but a quarter of our business will get impacted and we intend to pass on the benefits to the consumer and hoping that there will be a much more demand enhancement that we should be able to see. And that is what the intention of the government as well. So that's on the GST reduction and that will also help the last question that was asked around the affordability of products by Susheel and the GST rate reduction should also sort of facilitate that over a period of time.

Next question around the tariffs that was asked multiple times, we do not export to US and neither we import nor we export, so US tariffs really do not have any impact on us as a Company. So we are far insulated from that impact.

Then in order of no other priority, I will just go through the questions that have been asked. There was a question around fire incidents. Yes, we had an unfortunate incident in the first of its kind in our history of almost 15 years and we have strengthened our SOPs and our processes, doubled down on them, and hoping that we never have to go through some of those incidents ever again in our journey forward. We had no

loss of life as an impact and most of the damage was covered under insurance and we recovered through insurance. And that has been disclosed adequately in our financial statements.

Now, one of the questions that came from Neelam was, why not focus only in India and why in other segments? Look, this was a very calibrated strategy of growing our moats that we have disclosed in our annual report. We wanted to grow our moats of, India multi-channel in an accelerated way and to grow that we went to Middle East, primarily to UAE and Kingdom of Saudi Arabia that will enable us to deepen our moats in India. And the benefits of that has already started to accrue and it will continue to accrue over a period of time as our performance both in India in terms of the growth in top line and then an improvement in bottom line will continue to accrue as we go along for many, many years to come. While we get the opportunity to expand in these territories as well and give us the benefit of leveraging technology, leveraging our product, leveraging our home brands, leveraging our supply chain, and all the moats that we have built so the benefits will accrue for over a long number of years as we go along.

In terms of some of the question that came around was around our store expansion, competition, urban expansion, and so on and so forth. We do have competition in the offline. We have thousands of mom and pop stores. Whenever we open a store and a catchments, we find ourselves that new mom and pop stores do come up and that's a real competition. While there is competition around, as the market also is 84% unorganized. And then there is competition from departmental stores in the offline. While in the online, we all know there is enough marketplaces around so those are our competition but we have been the largest mothers, baby and kids, both retail platform as well as our

home brand Babyhug has also been the largest multi-category product brand in the country as was disclosed in our RHP while when we went public.

We will continue to expand our leadership, both online and offline, and also expand our stores in territories like Kolkata or West Bengal, Bihar, Jharkhand and Northeast. Already we have meaningful number of stores in these geographies, and we acknowledge that these are very good markets, especially northeast and the parts of east are very good markets and we will continue to expand. Today we have a store network of 1,150 stores, not just concentrated only in Tier I cities, but across 500 plus cities. So we will continue to expand our store footprint across east and northeast, but also across all parts of India over next four to five years.

Exact number of male-female breakup, we would like to probably e-mail it to you the question that has come up but we have a healthy, close to around 30% female employee base on our total sort of a base of employees.

And our future roadmap overall in terms of growth, I have already shared while in my speech, so you can refer to that.

In terms of the questions around using AI is the next question that sort of came up. How it will impact profitability was a question asked by Rajiv. AI fundamentally, we are doing, AI has been quite transformational for every Company. We being a digitally native first Company in India and sort of as a retail operation. AI we have been conducting several proof of concept across demand forecasting, personalization, product discovery and Chabot kind of areas, we believe

that over a period of time, we will convert these proof of concept where we have seen material benefits into optimized workflows to improve both the revenue and the profitability for the Company through better cost of customer acquisition, conversions, inventory, improvement in inventory management and linear operations. So this will fundamentally, make us far more, sort of meaty in terms both in terms of getting more growth as well as reducing our cost to improve our profitability. So we are very, very well positioned in terms of leveraging technology and data to be able to harness the power of AI that everyone is analyzing and trying to put it to use. So we are very well placed to leverage AI into our business.

Few set of other questions that came up was well yes there are some marriages which are getting late and late child and so on and so forth but also some of these things also come up with premiumized use of products, having guilt and so on and so forth are also helpful to be able to improve per capita consumption of the children, which I also spoke in my speech from Rs. 9,000 per capita spend will increase to Rs. 18,000 over next 4 to 5 years and that we will be able to capitalize all of that, that was considering the demographic change that the country is going to see. While you must also you know we are fortunate that we will be also addressing the market of Kingdom of Saudi Arabia where the birth rate is higher than India and the per capita consumption or per capita spend is much, much higher than India. So we will be leveraging that as well.

In terms of the market research for opening stores, the question that was asked by Mr. Yash Pal, I think we have a very scientific process. Wherever we have a significant orders that we get online to leverage the same density, our same catchment where there is high density of

online orders, we actually open our stores but mistakes do happen. We try and lessen those mistakes in terms of being very precise to that catchment and try and optimize the size of the store and so on and so forth. So we hear you. We will continue to work harder in terms of still streamlining and, but our churn rate for our stores is in a single digit, so we are very well positioned in terms of overall retail as far as both store opening in a scientific way and store closure rate.

Now, some of the other questions that came up were in terms of the share prices and so on and so forth. Look, we are fundamentally focused around building a long-term sustainable business. Yes, we do agree that the share price is lesser than the IPO price while it had gone in between up to some 600 and plus number. But I can only promise on behalf of the management and the Board that we continue to strive harder to deliver business performance financial performance. The rest all will follow over a period of time. Over last one year from the time we went listing, and if you see our three-year history in our financial statements, you will continue to see a material progress in terms of the revenue growth as well as the operating margins, gross margins, and EBITDA, adjusted EBITDA margins continue to go up. We will continue to demonstrate our performance through this way, and I am quite confident markets will follow and notice that and give us the rewards as all shareholders expect.

We operate between 0-12 years and not 0-16. I would like to tell Mr. Manoj Gupta, who had asked this question, that when we started our business, we started from 0 to 3 years, sorry -9 months from pregnancy up to 3 years, then 3 years to 6 years, and then 6 years to 12 years. Over a period of time, we have expanded it where mother and father are the key decision makers and that is why we had operated up to 12 years.



Over a period of time, we will see if we can extend it to 16 years. It is something that we will decide over a period of time. Point well noted.

And we do hospital tie-ups. We have close to around 13,000 plus hospital tie-ups. In my speech, I also mentioned we have provided Firstcry gift hampers around 2.5 million gift hampers in FY 25, which is almost covering 10% of Indian new births in FY 25. And we will continue to enjoy these partnerships with these hospitals, maternity clinics, and we will continue to do so over a longer period of time.

I would say one last question that I will pick up, which is around the dividend distribution. Look, as I just mentioned, we will continue to operate and improve our revenue, improve our profitability over a longer period of time. I am sure we have become in India multi-channel, both PAT and free cash flow positive. We will continue to demonstrate our performance, both top line and bottom line over the next few years as all four business segments become, cash flow positive or profitable, our management and the Board together with the direction of the Board will decide where we will reinvest that money or provide that as a dividend. So I think this will happen over a period of time as we grow our business over next 4 to 5 years. I hope I have answered all of the questions and I would request Gautam Sharma, who is our group CFO, to answer any other specific questions that I have left or that I may have not noted. Gautam, over to you.

**Gautam Sharma:**

Thanks, Supam. I think most of the questions are answered by you, Supam. I think there is one question which was asked by Mr. Rajiv, which was largely on, reduction of losses on account of increase in other income and when the Company will become PAT positive. So, the best way, to look at the performance of the Company is to see the

performance of all the four business segments. And they are already except the international business, they are already adjusted EBITDA positive, which does not have any impact of the other income. And on the international business also, the performance is continuously improving as evident from the results of FY 25. And also, we have recently published the Q1 results, which shows a significant reduction in losses. Further, it is important to note that the core business, which is the India multi-channel business, was PAT positive in FY 25. It remains positive in Q1 FY 26 and plus, the India core business that is a multi-channel business also is a free cash flow positive in FY 25. Apart from this, Supam I think you have answered all the questions. So thank you so much. I now hand over the proceedings to Neha.

**Neha Surana:** Thank you. Thank you shareholders for your active participation, questions, and continued support. I would also like to thank all the Directors, auditors, and invitees for attending the meeting. Stay safe and healthy. The meeting is now concluded. E-Voting will remain open for next 15 minutes. Thank you, everyone.

**Gautam Sharma:** Thank you everyone.

**Supam Maheshwari:** Thank you.