

FC/SE/2025-26/23
June 27, 2025

National Stock Exchange of India Limited

Exchange Plaza, C – 1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051

Symbol: FIRSTCRY

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Scrip Code: 544226

Sub: Intimation of allotment and transfer of equity shares pursuant to exercise of ESOPs

Dear Sir/Ma'am,

Pursuant to Regulation 30 read with Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Regulation 10(c) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, ("**SEBI SBEB Regulations**"), we hereby inform that the Nomination and Remuneration Committee of Brainbees Solutions Limited ("**Company**") on Friday, June 27, 2025 approved the allotment of total of 1,91,172 (One Lakh Ninety One Thousand One Hundred and Seventy Two Only) Equity Shares and transfer of total of 3,15,377 (Three Lakhs Fifteen Thousand Three Hundred and Seventy Seven Only) Equity Shares of face value of Rs. 2/- each fully paid up against the exercise of vested Options as detailed below:

- Allotment of 88,970 (Eighty Eight Thousand Nine Hundred and Seventy Only) Equity Shares under Employee Stock Option Plan 2011; and
- Allotment of 1,02,202 (One Lakh Two Thousand Two Hundred and Two Only) Equity Shares and Transfer of 3,15,377 (Three Lakhs Fifteen Thousand Three Hundred and Seventy Seven Only) Equity Shares under Brainbees Employees Stock Option Plan 2022 through cash exercise and cashless exercise method.

Note: In case of cashless exercise of options, Trust is authorized to sell shares on behalf of the applicants to recover the exercise price, tax amount etc. out of the options exercised by the respective applicant ("**Sell Shares**").

The equity shares so allotted shall rank pari-passu with the existing equity shares of the Company in all respects.

Consequent to the above allotment, the paid-up share capital of the Company stands increased from Rs. 1,04,32,67,314/- to Rs. 1,04,36,49,658/-. The detailed disclosures required under Regulation 30 of SEBI Listing Regulations and Regulation 10(c) of SEBI SBEB Regulations are enclosed herewith as "Annexure-I" and "Annexure-II" respectively.

This disclosure will also be hosted on the Company's website i.e. www.firstcry.com/investor-relations.

Please take the information contained herein on your record.

For **Brainbees Solutions Limited**

Ms. Neha Surana
Company Secretary and Compliance Officer
Mem. No. A35205

Annexure-I

Disclosure as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Sr. No. | Particulars | Details – BBESOP 2011 | Details – BBESOP 2022 |
|---------|--|--|--|
| a) | Brief details of options granted; | <p>The present instance and reporting is for the allotment of 88,970 equity shares of the Company of face value of Rs. 2/- each, fully paid up, upon exercise of 88,970 number of options under Employee Stock Option Plan 2011 (“BBESOP 2011”).</p> <p>These Options were granted by the Company from time to time and the details of the granted options have been provided in our offer documents.</p> | <p>The present instance and reporting is for the:</p> <ol style="list-style-type: none"> Allotment of 1,02,202 equity shares of the Company of face value of Rs. 2/- each, fully paid up, upon exercise of 1,02,202 number of options under Brainbees Employees Stock Option Plan 2022 (“BBESOP 2022”); and Transfer of 3,15,377 equity shares less Sell Shares of the Company of face value of Rs. 2/- each, fully paid up, from Brainbees ESOP Trust (“Trust”) to eligible employees and ex-employees upon exercise of 3,15,377 number of options under BBESOP 2022 through cash exercise and cashless exercise method. <p>These Options were granted by the Company from time to time and the details of the granted options have been provided in our offer documents.</p> |
| b) | Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable); | Yes | Yes |
| c) | Total number of shares covered by these options; | The present disclosure is in respect of allotment of 88,970 equity shares approved by the Nomination and Remuneration Committee on June 27, 2025 under the BBESOP 2011. | The present disclosure is in respect of allotment of 1,02,202 equity shares and transfer of 3,15,377 equity shares, approved by the Nomination and Remuneration Committee on June 27, 2025 under the BBESOP 2022. |

| Sr. No. | Particulars | Details – BBESOP 2011 | Details – BBESOP 2022 |
|---------|---|--|--|
| d) | pricing formula; | Please refer the Annexure A given below. | These Options are exercised at an exercise price of Rs. 2/- each. |
| e) | options vested; | As on date, options vested under the BBESOP 2011 are 2,10,771 excluding the total shares exercised/options relinquished till date. The present instance is of allotment of 88,970 equity shares upon exercise of 88,970 vested options. | As on date, options vested under the BBESOP 2022 are 1,49,63,118 excluding the total shares exercised till date. The present instance is of allotment of 1,02,202 equity shares and transfer of 3,15,377 equity shares, upon exercise of 4,17,579 vested options. |
| f) | time within which option may be exercised; | An Option granted hereunder is exercisable according to the terms hereof at such times and under such conditions as determined by the Administrator under the BBESOP 2011 and set forth in the Option Agreement as per the BBESOP 2011. | The exercise period is provided in the option agreement as per the BBESOP 2022. |
| g) | options exercised; | 88,970 | 4,17,579 (through trust and direct route) |
| h) | money realized by exercise of options; | Rs. 13,88,473.56/- | Rs. 8,35,158/- |
| i) | the total number of shares arising as a result of exercise of option; | 88,970 | 1,02,202 new equity shares allotted & 3,15,377 existing equity shares less Sell Shares shall be transferred from Trust to employees and ex-employees as per the cash exercise and cashless exercise method. |
| j) | options lapsed; | 12,65,011 | 5,28,467 |
| k) | variation of terms of options; | N.A. | N.A. |
| l) | brief details of significant terms; | BBESOP 2011 provides for the manner in which Stock Options would be dealt with in case of death, permanent incapacity, resignation, termination, retirement, etc. The equity shares allotted, pursuant to the exercise of the | BBESOP 2022 provides for the manner in which Stock Options would be dealt with in case of death, permanent incapacity, resignation, termination, retirement, etc. The equity shares allotted/ transferred, pursuant to the |

| Sr. No. | Particulars | Details – BBESOP 2011 | Details – BBESOP 2022 |
|---------|---|---|--|
| | | <p>Stock Options, would not be subject to lock-in.</p> <p>All equity shares of the Company allotted pursuant to exercise of stock options shall rank pari-passu with the existing equity shares of the Company.</p> | <p>exercise of the Stock Options, would not be subject to lock-in.</p> <p>All equity shares of the Company allotted/ transferred pursuant to exercise of stock options shall rank pari-passu with the existing equity shares of the Company.</p> |
| m) | subsequent changes or cancellation or exercise of such options; | N.A. | N.A. |
| n) | diluted earnings per share pursuant to issue (allotment) of equity shares on exercise of options. | <p>Rs. 1.175</p> <p>The earnings as reported by the Company for FY25 has been taken for the calculation of diluted earnings per share pursuant to issue of equity shares on exercise of options.</p> | <p>Rs. 1.175</p> <p>The earnings as reported by the Company for FY25 has been taken for the calculation of diluted earnings per share pursuant to issue of equity shares on exercise of options.</p> |

Annexure-II

Disclosure as required under Regulation 10(c) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

| Sr. No. | Particulars | BBESOP 2011 | BBESOP 2022 |
|---------|---|--|--|
| a) | Company name and address of Registered Office: | Brainbees Solutions Limited Rajashree Business Park, Plot No. 114, Survey No. 338, Tadiwala Road, Nr. Sohrab Hall, Pune – 411001 | |
| b) | Name of the recognised Stock Exchanges on which the Company's shares are listed : | 1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE) | |
| c) | Filing date of the statement referred in regulation 10(b) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with the recognized Stock Exchange : | 1. NSE: October 24, 2024 2. BSE: October 24, 2024 | 1. NSE: October 22, 2024 2. BSE: October 22, 2024 |
| d) | Filing Number, if any : | 1. NSE: 44884 and in-principle approval received through letter no. NSE/LIST/44884 dated December 11, 2024 2. BSE: 214709 and in-principle approval received through letter no. DCS/IPO/JP/ESOP-IP/3439/2024-25 dated December 11, 2024 | 1. NSE: 44801 and in-principle approval received through letter no. NSE/LIST/44801 dated December 11, 2024 2. BSE: 214518 and in-principle approval received through letter no. DCS/IPO/JP/ESOP-IP/3438/2024-25 dated December 11, 2024 |
| e) | Title of the Scheme pursuant to which shares are issued, if any: | Employee Stock Option Plan 2011 ("BBESOP 2011") | Brainbees Employees Stock Option Plan 2022 ("BBESOP 2022") |
| f) | Kind of security to be listed: | Equity Shares | |
| g) | Par value of the shares : | Rs. 2/- each | |
| h) | Date of issue of shares/allotment of shares : | June 27, 2025 | |
| i) | Number of shares issued : | 88,970 | 1,02,202 |
| j) | Share Certificate No., if applicable: | N.A. | |
| k) | Distinctive number of the share, if applicable : | 521633658 to 521722627 | 521722628 to 521824829 |

| | | | |
|----|--|--|--------------------|
| l) | ISIN Number of the shares if issued in Demat : | INE02RE01045 | |
| m) | Exercise price per share : | Please refer the Annexure A given below. | Rs. 2/- per option |
| n) | Premium per share : | Please refer the Annexure A given below. | Nil |
| o) | Total issued shares after this issue: | 52,18,24,829 | |
| p) | Total issued share capital after this issue: | Rs. 1,04,36,49,658/- | |
| q) | Details of any lock-in on the shares: | N.A. | |
| r) | Date of expiry of lock-in: | N.A. | |
| s) | Whether shares are identical in all respects to existing shares? If not, when will they become identical?: | All equity shares of the Company allotted consequent to the exercise of options shall rank <i>pari-passu</i> with the existing equity shares of the Company. | |
| t) | Details of listing fees, if payable : | N.A. | N.A. |

Annexure A – Exercise Price of options exercised under BBESOP 2011

| Exercise Price per share (Rs.) | Premium per share (Rs.) | No. of securities |
|---------------------------------------|--------------------------------|--------------------------|
| 7.44 | 5.44 | 10,270 |
| 9.40 | 7.40 | 11,807 |
| 15.44 | 13.44 | 53,582 |
| 28.08 | 26.08 | 13,311 |
| Total | | 88,970 |