

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

To,
Members,
Brainbees Solutions Limited

Notice is hereby given that an Extra-Ordinary General Meeting (EGM/01/2024- 25) of the members of Brainbees Solutions Limited, is proposed to be held at shorter notice on Thursday, the 25th day of April, 2024 at 10.00 A.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, as amended from time to time, and the listing requirements of the stock exchange(s) and the requirements prescribed by the Securities and Exchange Board of India where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association and subject to the applicable provisions of any other applicable law and pursuant to Eleventh Amended and Restated Shareholders Agreement of the Company, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, as placed before the meeting, and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of the Central Processing Center and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Key Managerial Personnel of the Company, be forwarded to concerned authorities for necessary actions."

By order of the Board of Directors
Brainbees Solutions Limited



Supam Maheshwari
Managing Director & CEO
DIN: 01730685



Date: April 22, 2024
Place: Pune

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 Extra Ordinary General Meeting (EGM) 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, May 05, 2022, 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 EGM through VC facility on its behalf and to vote during the EGM.
- 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. 1 of the Notice, is annexed hereto.
- O. The forms for providing consent of shareholders for shorter notice of the Extra Ordinary General Meeting is enclosed hereto and the shareholders are required to provide the same prior to the Extra Ordinary General Meeting (EGM).
- 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**ITEM NO.1****ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

The members to note that in view of the execution of the Eleventh Amended and Restated Shareholders Agreement of the Company, following major amendments, including but not limited to, needs to be made in Articles of Association of the Company: (i) removal of nomination right of Mr. Supam Maheshwari, Managing Director & CEO of the Company and Mr. Sanket Hattimattur, Executive Director & Chief of Staff of the Company; and (ii) validity of Part A of Articles of Association and aligning it with Eleventh Amended and Restated Shareholders Agreement.

The Company therefore proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and Securities and Exchange Board of India, shall be aligned with Eleventh Amended and Restated Shareholders Agreement of the Company and contain such other articles as required under applicable laws (including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended).


Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

Except Mr. Supam Maheshwari, Managing Director & CEO of the Company & Mr. Sanket Hattimattur, Executive Director & Chief of Staff of the Company, whose nomination right is removed under new set of Articles of Association, none of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the resolution set out under Item No. 1 of this Notice.

This is a Reserved Matter under the Articles of Association of the Company.

Your Directors recommend the resolution set out at Item No. 1 of this notice as special resolution.

By order of the Board of Directors
Brainbees Solutions Limited



Supam Maheshwari
Managing Director & CEO
DIN: 01730685

Date: April 22, 2024

Place: Pune



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 Extra Ordinary General Meeting on April 25, 2024 at a
shorter notice.

<Signature>

Name

<Designation, if applicable>

Dated: _____