

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

To,
Members,
Brainbees Solutions Limited

Notice is hereby given that an Extra-Ordinary General Meeting (EGM/02/2024- 25) of the members of Brainbees Solutions Limited, is proposed to be held at shorter notice on Wednesday, the 26th day of June, 2024 at 5.00 P.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

To approve grant of an inter-corporate loan to Globalbees Brands Private Limited for an amount not exceeding INR 50 Crores

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

"RESOLVED THAT pursuant to Section 185, Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force, read with the relevant rules framed thereunder, consent of the shareholders of the Company be and is hereby accorded to grant loan repayable on demand on arms' length basis to Globalbees Brands Private Limited up to an extent of Rs. 50,00,00,000/- (Rupees Fifty Crores only) at the interest rate of 13.5% p.a. for its principal business activities.

RESOLVED FURTHER THAT any Director of the Company, Mr. Gautam Sharma, Group Chief Financial Officer and Ms. Neelam Jethani, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

ITEM NO. 2

To re-appoint Mr. Neeraj Sagar (DIN: 09475452) as a Director (Non-Executive & Independent) of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, Mr. Neeraj Sagar (DIN: 09475452), whose term is expiring on April 21, 2025 and is eligible for re-appointment and in respect of whom the Company has received a notice in

writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director be and is hereby re-appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a further term of 5 (five) consecutive years, i.e. from April 22, 2025 to April 21, 2030.

RESOLVED FURTHER THAT Mr. Supam Maheshwari, Managing Director and Chief Executive Officer, Mr. Sanket Hattimattur, Executive Director and Chief of Staff, Mr. Gautam Sharma, Group Chief Financial Officer and Ms. Neelam Jethani, Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to make all necessary applications, reportings and file all necessary forms with the Registrar of Companies, for the purpose of the re-appointment of Mr. Neeraj Sagar (DIN: 09475452) as a Director (Non-Executive & Independent) of the Company and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 in this regard and to make necessary changes in the register of directors and key managerial personnel of the Company.”

ITEM NO. 3

To re-appoint Mr. Gopalakrishnan Jagadeeswaran (DIN: 02354467) as a Director (Non-Executive & Independent) of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, Mr. Gopalakrishnan Jagadeeswaran (DIN: 02354467), whose term is expiring on May 01, 2025 and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director be and is hereby re-appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030.

RESOLVED FURTHER THAT Mr. Supam Maheshwari, Managing Director and Chief Executive Officer, Mr. Sanket Hattimattur, Executive Director and Chief of Staff, Mr. Gautam Sharma, Group Chief Financial Officer and Ms. Neelam Jethani, Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to make all necessary applications, reportings and file all necessary forms with the Registrar of Companies, for the purpose of the re-appointment of Mr. Gopalakrishnan Jagadeeswaran (DIN: 02354467) as a Director (Non-Executive & Independent) of the Company and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 in this regard and to make necessary changes in the register of directors and key managerial personnel of the Company.”

ITEM NO. 4

To re-appoint Ms. Sujata Vilas Bogawat (DIN: 07901334) as a Director (Non-Executive & Independent) of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, Ms. Sujata Vilas Bogawat (DIN: 07901334), whose term is expiring on May 01, 2025 and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director be and is hereby re-appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030.

RESOLVED FURTHER THAT Mr. Supam Maheshwari, Managing Director and Chief Executive Officer, Mr. Sanket Hattimattur, Executive Director and Chief of Staff, Mr. Gautam Sharma, Group Chief Financial Officer and Ms. Neelam Jethani, Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to make all necessary applications, reportings and file all necessary forms with the Registrar of Companies, for the purpose of the re-appointment of Ms. Sujata Vilas Bogawat (DIN: 07901334) as a Director (Non-Executive & Independent) of the Company and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 in this regard and to make necessary changes in the register of directors and key managerial personnel of the Company.”

ITEM NO. 5

To re-appoint Ms. Bala C Deshpande (DIN: 00020130) as a Director (Non-Executive & Independent) of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, Ms. Bala C Deshpande (DIN: 00020130), whose term is expiring on May 01, 2025 and is eligible for re-appointment and in respect of whom the Company has received a notice

in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director be and is hereby re-appointed as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030.

RESOLVED FURTHER THAT Mr. Supam Maheshwari, Managing Director and Chief Executive Officer, Mr. Sanket Hattimattur, Executive Director and Chief of Staff, Mr. Gautam Sharma, Group Chief Financial Officer and Ms. Neelam Jethani, Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to make all necessary applications, reportings and file all necessary forms with the Registrar of Companies, for the purpose of the re-appointment of Ms. Bala C Deshpande (DIN: 00020130) as a Director (Non-Executive & Independent) of the Company and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 in this regard and to make necessary changes in the register of directors and key managerial personnel of the Company.”

By order of the Board of Directors
Brainbees Solutions Limited



Supam Maheshwari
Managing Director & CEO
DIN: 01730685

Date: June 24, 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

To approve grant of an inter-corporate loan to Globalbees Brands Private Limited for an amount not exceeding INR 50 crores

The members are hereby informed that Globalbees Brands Private Limited has approached the Company for a loan for the amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only). Further, the Board, subject to the approval of shareholders, has approved and proposed to grant loan repayable on demand on arms' length basis to M/s. Globalbees Brands Private Limited up to an extent of Rs. 50,00,00,000/- (Rupees Fifty Crores only) at the interest rate of 13.5% p.a. for its principal business activities.

The members to further note that pursuant to Section 185 of the Companies Act, 2013, the approval of members by way of special resolution is required for the loan to be given to a private company having common directors. As Mr. Supam Maheshwari and Mr. Neeraj Sagar are common Directors in Globalbees Brands Private Limited and our Company, hence members are requested to consider this matter and pass the special resolution for item no. 1 set out in this notice.

Except Mr. Supam Maheshwari and Mr. Neeraj Sagar, to the extent of their common directorships in both the companies, none of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested in the item set out above.

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

ITEM NO. 2

To re-appoint Mr. Neeraj Sagar (DIN: 09475452) as a Director (Non-Executive & Independent) of the Company

Mr. Neeraj Sagar (DIN: 09475452), who was appointed as a Director (Non-Executive & Independent) of the Company for a term of 3 (three) consecutive years, i.e. up to April 21, 2025, is proposed to be re-appointed for a further term of 5 (five) consecutive years, i.e. from April 22, 2025 to April 21, 2030. The members to note that in the opinion of the Board, Mr. Neeraj Sagar (DIN: 09475452) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for independent directors and that he is independent of the management. The Company has received notice in writing from a Member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Mr. Neeraj Sagar for the office of Director of the Company.

The additional information as per Section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
 - i. Every director and the manager, if any: Except Mr. Neeraj Sagar (DIN: 09475452), being appointee Director, none of the Director is interested in this matter.
 - ii. Every other key managerial personnel: *None*
 - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*

- b. Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business to take decision thereon. – *As above.*

Your Directors have accordingly recommended the resolution in Item No. 2 as Special Resolution for your approval.

DETAILS OF THE PROPOSED DIRECTOR AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

1.	Director Identification Number (DIN)	09475452
2.	Name (in full)	Neeraj Sagar
3.	Father's Name (in full)	Shanti Sagar
4.	Address	Villa# G-35, Chaitanya Smaran, Whitefield Hoskote Road, Kannamangala, Bangalore, Karnataka, India-560067
5.	Age	53 years
6.	Qualification	<ul style="list-style-type: none"> • Bachelor of Engineering (Chemical), Shivaji University • Masters of Science, Stanford University • MBA, University of Chicago
7.	Experience	<p>Present-</p> <ul style="list-style-type: none"> • Founder/CEO- Cognition Life Inc (WisdomCircle.com) <p>Past-</p> <ul style="list-style-type: none"> • Engineers India Limited (3 years): Engineering Consulting • Schlumberger (6 years): Oil-field Services • Boston Consulting Group (1.5 years): Management Consulting • McKinsey & Co. (1.5 years): Management Consulting • Egon Zehnder (15 years): Leadership Consulting and Hiring
8.	Terms and conditions of appointment	Mr. Neeraj Sagar was appointed for a term of 3 (three) consecutive years, i.e. up to April 21, 2025. He is proposed to be re-appointed for a further term of 5 (five) consecutive years, i.e. from April 22, 2025 to April 21, 2030. Detailed terms and conditions have been mentioned in the appointment letter signed with Mr. Neeraj Sagar.
9.	Details of remuneration sought to be paid and last drawn remuneration	Mr. Neeraj Sagar is not entitled to any remuneration except sitting fees for

		attending the meetings of Board/ Committees.
10.	Date of first appointment on the Board	April 22, 2022
11.	Shareholding in the company	Nil
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
13.	The number of Meetings of the Board attended during the financial year	5
14.	Other Directorships	Cognity Life India Private Limited Globalbees Brands Private Limited ZF Commercial Vehicle Control Systems India Limited
15.	Membership/ Chairmanship of Committees of other Boards	NIL
16.	The justification for choosing the appointee for re-appointment as Independent Director	The Nomination & Remuneration Committee and Board has considered his past performance, knowledge, diverse skills, leadership capabilities, acumen, expertise, experience while recommending to the shareholders his re-appointment.
17.	Performance evaluation report of Director or summary thereof	The Director has been evaluated on various parameters and has received excellent rating.

ITEM 3:

To re-appoint Mr. Gopalakrishnan Jagadeeswaran (DIN: 02354467) as a Director (Non-Executive & Independent) of the Company

Mr. Gopalakrishnan Jagadeeswaran (DIN: 02354467), who was appointed as a Director (Non-Executive & Independent) of the Company for a term of 3 (three) consecutive years, i.e. up to May 01, 2025, is proposed to be re-appointed for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030. The members to note that in the opinion of the Board, Mr. Gopalakrishnan Jagadeeswaran (DIN: 02354467) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for independent directors and that he is independent of the management. The Company has received notice in writing from a Member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Mr. Gopalakrishnan Jagadeeswaran for the office of Director of the Company.

The additional information as per Section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
 - i. Every director and the manager, if any: Except Mr. Gopalakrishnan Jagadeeswaran (DIN: 02354467), being appointee Director, none of the Director is interested in this matter.
 - ii. Every other key managerial personnel: *None*

iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*

b. Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business to take decision thereon. – *As above.*

Your Directors have accordingly recommended the resolution in Item No. 3 as Special Resolution for your approval.

DETAILS OF THE PROPOSED DIRECTOR AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

1.	Director Identification Number (DIN)	02354467																																																
2.	Name (in full)	Gopalakrishnan Jagadeeswaran																																																
3.	Father’s Name (in full)	Jagadeeswaran Krishnaswamy																																																
4.	Address	Villa # 79-B, Sobha Malachite I, Jakkur Plantation Road, Bangalore, Karnataka, India-560064																																																
5.	Age	56 years																																																
6.	Qualification	<ul style="list-style-type: none">• Bachelor’s degree in science from the University of Madras• Master’s degree in business administration from Madurai Kamaraj University																																																
7.	Experience	<p>Present-</p> <p>Executive Director and Group CFO of Shriram Properties Limited</p> <p>Past-</p> <table><tr><th>Employer</th><th>Joining Title</th><th>Exit Title</th><th>Date of Joining</th><th>Date of Resigning</th><th>Nrs. of Years</th></tr><tr><td>Jay Fee Tech Pvt Ltd</td><td>Marketing Executive</td><td>Marketing Executive</td><td>Aug-90</td><td>Feb-91</td><td>0.5</td></tr><tr><td>Dale Consultants & Engineers Ltd</td><td>Jr Consultant</td><td>Consultant</td><td>Feb-91</td><td>Aug-92</td><td>1.5</td></tr><tr><td>Cholamandalam Investment & Finance Co Ltd</td><td>Officer - Marketing</td><td>Officer - Marketing</td><td>Aug-92</td><td>Oct-92</td><td>0.2</td></tr><tr><td>Caribank Mutual Fund / CIMS</td><td>Research Officer</td><td>Research Officer</td><td>Oct-92</td><td>Jan-95</td><td>2.3</td></tr><tr><td>Indusnet W - Carr Securities</td><td>Research Analyst</td><td>Research Analyst</td><td>Jan-95</td><td>Jan-99</td><td>4.0</td></tr><tr><td>Achya Birla Group (BGF, BMCL)</td><td>Asst Vice President</td><td>Vice President & Group Head - IR</td><td>Feb-99</td><td>Dec-05</td><td>6.8</td></tr><tr><td>Reliance Industries Limited</td><td>Vice President Finance</td><td>COO - Finance</td><td>Jan-06</td><td>Mar-18</td><td>12.2</td></tr></table>	Employer	Joining Title	Exit Title	Date of Joining	Date of Resigning	Nrs. of Years	Jay Fee Tech Pvt Ltd	Marketing Executive	Marketing Executive	Aug-90	Feb-91	0.5	Dale Consultants & Engineers Ltd	Jr Consultant	Consultant	Feb-91	Aug-92	1.5	Cholamandalam Investment & Finance Co Ltd	Officer - Marketing	Officer - Marketing	Aug-92	Oct-92	0.2	Caribank Mutual Fund / CIMS	Research Officer	Research Officer	Oct-92	Jan-95	2.3	Indusnet W - Carr Securities	Research Analyst	Research Analyst	Jan-95	Jan-99	4.0	Achya Birla Group (BGF, BMCL)	Asst Vice President	Vice President & Group Head - IR	Feb-99	Dec-05	6.8	Reliance Industries Limited	Vice President Finance	COO - Finance	Jan-06	Mar-18	12.2
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8.	Terms and conditions of appointment	Mr. Gopalakrishnan Jagadeeswaran was appointed for a term of 3 (three) consecutive years, i.e. up to May 01, 2025. He is proposed to be re-appointed for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030. Detailed terms and conditions have been mentioned in the appointment letter signed with Mr. Gopalakrishnan Jagadeeswaran.																																																
9.	Details of remuneration sought to be paid and last drawn remuneration	Mr. Gopalakrishnan Jagadeeswaran is not entitled to any remuneration except sitting fees for attending the meetings of Board/ Committees.																																																
10.	Date of first appointment on the Board	May 02, 2022																																																
11.	Shareholding in the company	Nil																																																

12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
13.	The number of Meetings of the Board attended during the financial year	5
14.	Other Directorships	SPL Realtors Private Limited Shriprop Structures Private Limited Shrivision Homes Private Limited SPL Constructors Private Limited Shriprop Homes Private Limited Shriprop Builders Private Limited SPL Estates Private Limited SPL Palms Developers Private Limited SPL Housing Projects Private Limited
15.	Membership/ Chairmanship of Committees of other Boards	2
16.	The justification for choosing the appointees for appointment as Independent Director	The Nomination & Remuneration Committee and Board has considered his past performance, knowledge, diverse skills, leadership capabilities, acumen, expertise, experience while recommending to the shareholders his re-appointment. In view of this and his expertise in governance and finance, risk management, among others, would be of immense benefit to the Company.
17.	Performance evaluation report of Director or summary thereof	The Director has been evaluated on various parameters and has received excellent rating.

ITEM 4:

To re-appoint Ms. Sujata Vilas Bogawat (DIN: 07901334) as a Director (Non-Executive & Independent) of the Company

Ms. Sujata Vilas Bogawat (DIN: 07901334), who was appointed as a Director (Non-Executive & Independent) of the Company for a term of 3 (three) consecutive years, i.e. up to May 01, 2025, is proposed to be re-appointed for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030. The members to note that in the opinion of the Board, Ms. Sujata Vilas Bogawat (DIN: 07901334) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for independent directors and that she is independent of the management. The Company has received notice in writing from a Member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Ms. Sujata Vilas Bogawat for the office of Director of the Company.

The additional information as per Section 102(1) (a) and (b) is as follows:

a. The nature of concern or interest, financial or otherwise, if any:

- i. Every director and the manager, if any: Except Ms. Sujata Vilas Bogawat (DIN: 07901334), being appointee Director, none of the Director is interested in this matter.
 - ii. Every other key managerial personnel: *None*
 - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- b. Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business to take decision thereon. – *As above.*

Your Directors have accordingly recommended the resolution in Item No. 4 as Special Resolution for your approval.

DETAILS OF THE PROPOSED DIRECTOR AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

1.	Director Identification Number (DIN)	07901334																																										
2.	Name (in full)	Sujata Vilas Bogawat																																										
3.	Father's Name (in full)	Vilas Bansilal Bogawat																																										
4.	Address	A-501, Gold Coast, Ivory Estate, Baner Road, Pune-411008, Maharashtra, India.																																										
5.	Age	45 years																																										
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8.	Terms and conditions of appointment	Ms. Sujata Vilas Bogawat was appointed for a term of 3 (three) consecutive years, i.e. up to May 01, 2025. She is proposed to be re-appointed for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030. Detailed terms and conditions have been mentioned in the appointment letter signed with Ms. Sujata Vilas Bogawat.																																										

9.	Details of remuneration sought to be paid and last drawn remuneration	Ms. Sujata Vilas Bogawat is not entitled to any remuneration except sitting fees for attending the meetings of Board/ Committees.
10.	Date of first appointment on the Board	May 02, 2022
11.	Shareholding in the company	Nil
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
13.	The number of Meetings of the Board attended during the financial year	5
14.	Other Directorships	Convirza Private Limited Avant Edge Business Consulting Private Limited SH Forhealth Solutions Private Limited Digital Age Retail Private Limited
15.	Membership/ Chairmanship of Committees of other Boards	NIL
16.	The justification for choosing the appointees for appointment as Independent Director	The Nomination & Remuneration Committee and Board has considered her past performance, knowledge, diverse skills, leadership capabilities, acumen, expertise, experience while recommending to the shareholders her re-appointment. In view of this and her expertise in finance, among others, would be of immense benefit to the Company.
17.	Performance evaluation report of Director or summary thereof	The Directors has been evaluated on various parameters and has received excellent rating.

ITEM 5:

To re-appoint Ms. Bala C Deshpande (DIN: 00020130) as a Director (Non-Executive & Independent) of the Company

Ms. Bala C Deshpande (DIN: 00020130), who was appointed as a Director (Non-Executive & Independent) of the Company for a term of 3 (three) consecutive years, i.e. up to May 01, 2025, is proposed to be re-appointed for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030. The members to note that in the opinion of the Board, Ms. Bala C Deshpande (DIN: 00020130) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for independent directors and that she is independent of the management. The Company has received notice in writing from a Member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Ms. Bala C Deshpande for the office of Director of the Company.

The additional information as per Section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:

- i. Every director and the manager, if any: Except Ms. Bala C Deshpande (DIN: 00020130), being appointee Director, none of the Director is interested in this matter.
 - ii. Every other key managerial personnel: *None*
 - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- b. Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business to take decision thereon. – *As above.*

Your Directors have accordingly recommended the resolution in Item No. 5 as Special Resolution for your approval.

DETAILS OF THE PROPOSED DIRECTOR AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

1.	Director Identification Number (DIN)	00020130
2.	Name (in full)	Bala C Deshpande
3.	Father's Name (in full)	Subrahmanyam Venkataraman Veeraghanta
4.	Address	C 2001/02, Rustomjee Seasons, Madhusudan Kalelkar Road, Gandhi Nagar, BKC, Bandra (E), Mumbai- 400051, Maharashtra, India.
5.	Age	58 years
6.	Qualification	<ul style="list-style-type: none"> • MMS from Jamnalal Bajaj Institute of Management Studies, Mumbai • M. A. in Economics, University of Mumbai, Mumbai • B. A. in Economics University of Mumbai, Mumbai
7.	Experience	<p>Present-</p> <ul style="list-style-type: none"> • Founder & Senior Managing Partner MegaDelta Capital Asset Managers LLP <p>Past-</p> <ul style="list-style-type: none"> • 2008 – 2016 Senior Managing Director New Enterprise Associates (India) Pvt. Ltd. • 2000 - 2008 Director ICICI Venture Funds Management Co. Ltd. • 1994 – 2000 Marketing Manager BestFoods • 1993 -1994

		Executive Franchise Management Cadbury India Limited • 1990-1993 Regional Sales Manager ICI India Limited
8.	Terms and conditions of appointment	Ms. Bala C Deshpande was appointed for a term of 3 (three) consecutive years, i.e. up to May 01, 2025. She is proposed to be re-appointed for a further term of 5 (five) consecutive years, i.e. from May 02, 2025 to May 01, 2030. Detailed terms and conditions have been mentioned in the appointment letter signed with Ms. Bala C Deshpande.
9.	Details of remuneration sought to be paid and last drawn remuneration	Ms. Bala C Deshpande is not entitled to any remuneration except sitting fees and fixed fees for attending the meetings of Board/Committees.
10.	Date of first appointment on the Board	May 02, 2022
11.	Shareholding in the company	Nil
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
13.	The number of Meetings of the Board attended during the financial year	4
14.	Other Directorships	Medisys Edutech Private Limited SIDBI Venture Capital Limited Financial Software And Systems Private Limited Edelweiss Real Assets Managers Limited Panacea Medical Technologies Private Limited eClerx Services Limited GOQii Inc.
15.	Membership/ Chairmanship of Committees of other Boards	6
16.	The justification for choosing the appointees for appointment as Independent Director	The Nomination & Remuneration Committee and Board has considered her past performance, knowledge, diverse skills, leadership capabilities, acumen, expertise, experience while recommending to the shareholders her re-appointment. In view of this and her expertise in governance and finance, risk management, among others, would be of immense benefit to the Company.
17.	Performance evaluation report of Director or summary thereof	The Director has been evaluated on various parameters and has received excellent rating.

By order of the Board of Directors
Brainbees Solutions Limited



Supam Maheshwari
Managing Director & CEO
DIN: 01730685

Date: June 24, 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 June 26, 2024 at a shorter notice.

<Signature>

Name

<Designation, if applicable>

Dated: _____